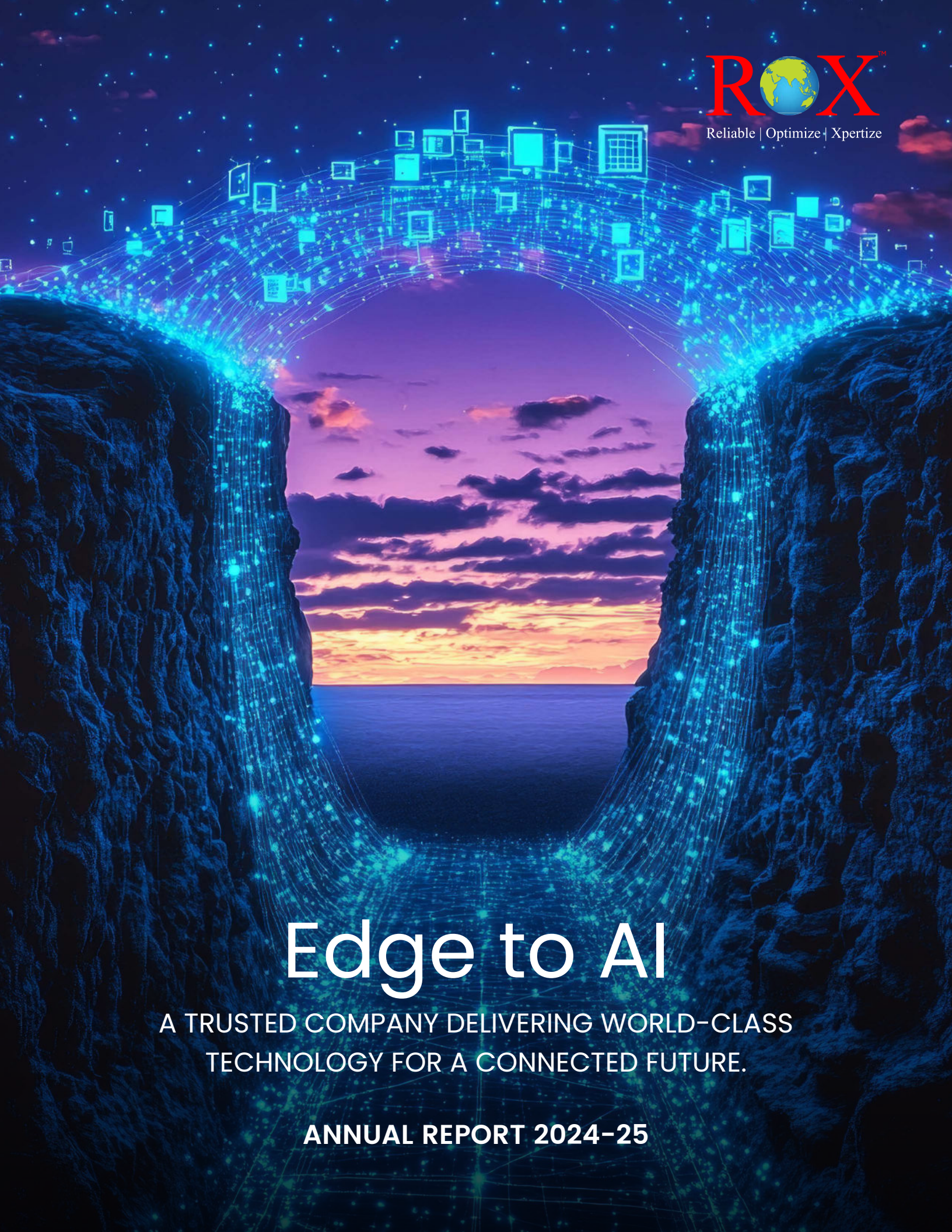

ROX™
Reliable | Optimize | Xpertize

Edge to AI

A TRUSTED COMPANY DELIVERING WORLD-CLASS TECHNOLOGY FOR A CONNECTED FUTURE.

ANNUAL REPORT 2024-25

Corporate information

Board of Directors
Mr. Jim Rakesh
Chairman and Managing Director

Ms. Sukanya Rakesh
Whole-Time Director

Mr. MM Senthil Kumar
Whole-Time Director

Mr. CD Balaji
Independent Director

Mr. Rajagopalan Alagar
Independent Director

Mr. Ethirajulu Bandaru
Independent Director

Mr. J. Kenny Robert
Non-Executive and Non-Independent Director

Chief Financial Officer
Ms. Sukanya Rakesh

Company Secretary & Compliance Officer
Ms. Thenmozhi Ramalingam

Statutory Auditors
M/s. Krishaan & Co., Chartered Accountants, Flat no. 10, C-Wing, VI floor, Parsn Manere, 442 (602), Anna Salai, Chennai 600006.

Bankers
HDFC Bank Ltd
The Hongkong and Shanghai Banking Corporation

Internal Auditors
Sundaresan & Subramanian LLP Chartered Accountants 19/8, 'Swathi Complex', Bazullah Road, T. Nagar, Chennai, 600017.

Audit Committee
Mr. Rajagopalan Alagar
Chairman and Independent Director

Mr. Ethirajulu Bandaru
Independent Director

Mr. CD Balaji Member
Independent Director

Mr. Jim Rakesh
Chairman and Managing Director

Nomination and Remuneration Committee

Mr. CD Balaji
Chairman and Independent Director

Mr. Ethirajulu Bandaru
Independent Director

Mr. Rajagopalan Alagar
Independent Director

Mr. Jim Rakesh
Chairman and Managing Director

Stakeholder's Relationship Committee

Mr. Rajagopalan Alagar
Chairman and Independent Director

Mr. Ethirajulu Bandaru
Independent Director

Mr. CD Balaji
Independent Director

Mr. Jim Rakesh
Chairman and Managing Director

Corporate Social Responsibility Committee

Mr. Ethirajulu Bandaru
Chairman and Independent Director

Mr. Rajagopalan Alagar
Independent Director

Mr. CD Balaji
Independent Director

Mr. Jim Rakesh
Chairman and Managing Director

Registrar and Share Transfer Agent

PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East) Mumbai 400011, Maharashtra, India. Tel: +91 022 2301 8261; E-mail: support@purvashare.com Website: www.purvashare.com

Registered Office

ROX Hi-Tech Limited, 1st & 3rd Floor, Old No: 101-B, New No: 160, Mahalingampuram Main Road, Nungambakkam, Chennai, Tamilnadu-600034

Contents

04 Edge to AI

05 Key Highlights

06 Management Message

08 About us

08 Mission
08 Vision
08 Values
10 Our Wall of Fame
11 Marquee Clients
12 Our Journey

14 Our Board

17 Our Solutions

17 1. Intelligent Automation
20 2. Enterprise Management Application
21 3. Infrastructure Solutions
23 4. Network and Collaboration Solutions
24 5. Cybersecurity

27 Our Services

27 Cyber Security Services
28 Network Monitoring Services
29 Remote Infrastructure Monitoring
30 On-site Managed IT Support
31 Data Backup and Disaster Recovery (DR)
32 Cloud Services Management
33 Helpdesk and User Support
34 Hardware and Software Management
35 IT Facility Management Services (FMS)
36 Managed Wireless and Mobile Computing
37 Managed Communication Services
38 Process Automation and AI Integration
39 SAP Managed Services

41 Key Performance Indicators

42 Corporate Social Responsibility

44 Our culture

46 Statutory Reports

46 Management Discussion and Analysis
54 Notice
82 Board's Report

108 Financial Statements

108 Standalone Financial Statement
146 Consolidated Financial Statement

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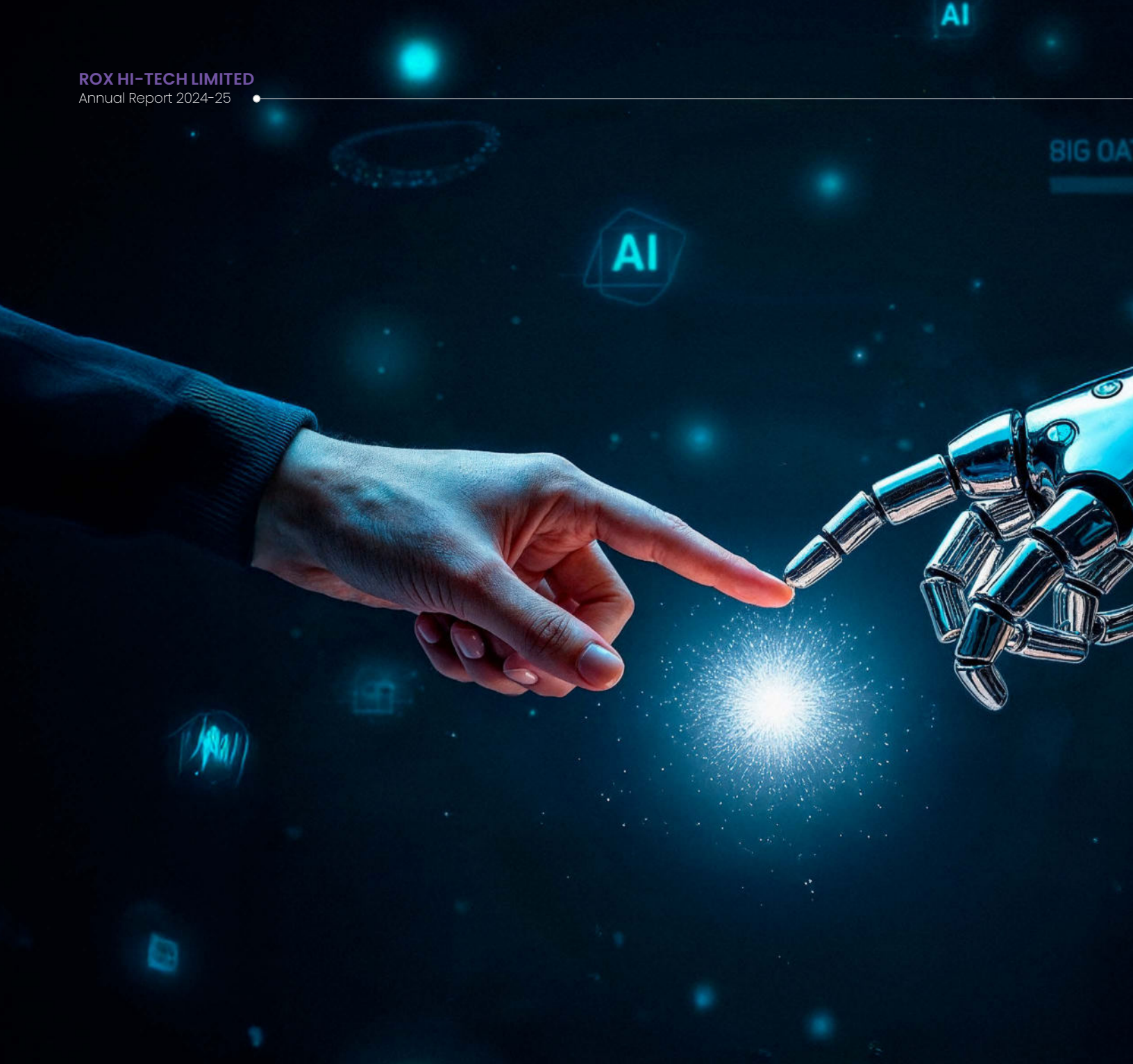


Forward-Looking Statement

Some information in this report may contain forward-looking statements. The Company has based these forward-looking statements on its current beliefs, expectations and intentions as to facts, actions and events that will or may occur in the future. Such statements are identified by forward looking words such as “believe,” “plan,” “anticipate,” “continue,” “estimate,” “expect,” “may,” “will” or other similar words. A forward-looking statement may include a statement of the assumptions or basis underlying the forward-looking statement. The Company has chosen these assumptions or basis in good faith and believes that they are reasonable in all material respects.

However, the Company cautions you that forward-looking statements and assumed facts or bases are typically subject to variation from actual results. The differences between the results implied by the forward-looking statements and assumed facts or bases and actual results can be material, depending on the circumstances.

Edge to AI

A trusted company delivering world-class technology for a connected future.

ROX Hi-Tech aspires to carve a global presence powered by world-class technology and a bold vision for the future. With a strong foundation in IT infrastructure, ROX began with a singular focus: to simplify and strengthen the way businesses harness technology. From these beginnings, we have grown into a full-spectrum technology partner, delivering solutions across the IT stack—from Edge to AI.

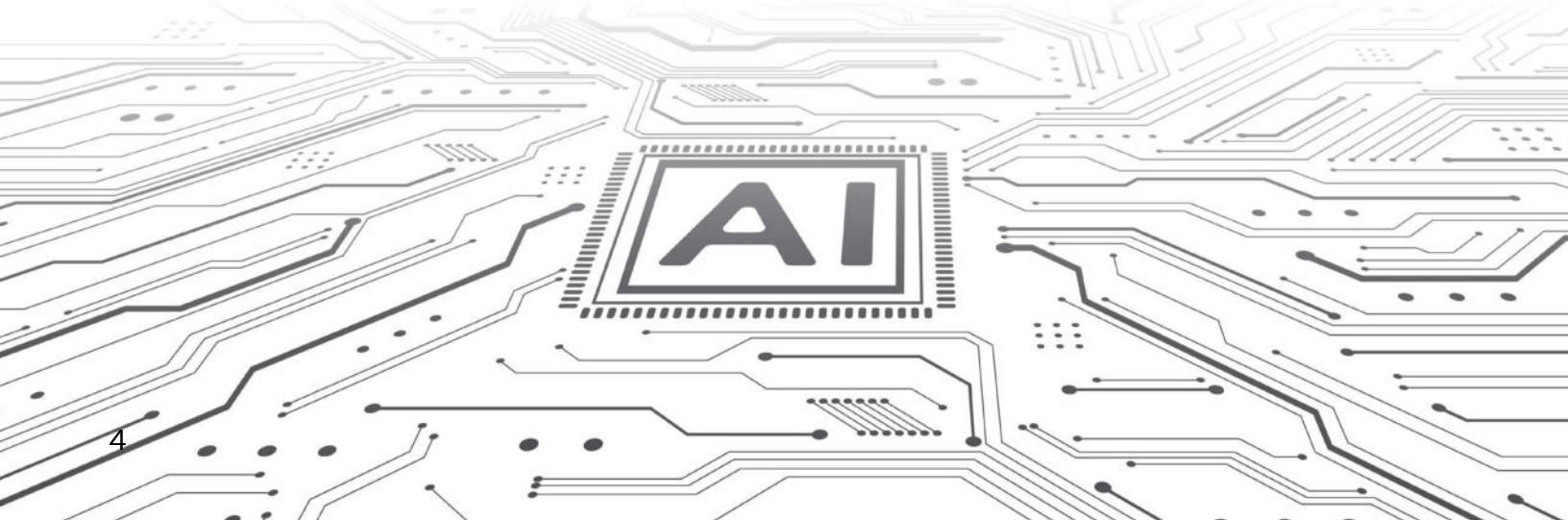
Our journey has been one of deliberate and resilient growth. With offices in Singapore, Denmark, Mauritius, and California, and a steadily expanding footprint across India, ROX has evolved into a trusted global player. Yet, our guiding principles have remained constant: put people at the centre, deliver with care, and adapt with purpose.

Today, we empower enterprises with a comprehensive portfolio that spans enterprise computing, network infrastructure, collaboration tools, cybersecurity, cloud enablement, and document management solutions. Strengthened by partnerships with global technology leaders such as Blue Prism, SAP, Cisco, Lenovo, and IBM, we deliver agile, secure, and future-ready solutions tailored to the needs of modern businesses.

What truly sets ROX apart is not just the technology we deliver, but how we deliver it, by understanding the business behind the system, customising solutions with precision, and supporting our clients at every step of the journey. Our one-stop shop approach and innovation-led workplaces ease operations, accelerate collaboration, and make decision-making seamless.

As we move from edge infrastructure to AI-driven transformation, our ambition is clear: to lead advancements in medical automation, generative AI, and Agentive AI. Grounded in adaptability, resilience, and visionary leadership, ROX Hi-Tech is committed to shaping a future where technology empowers progress and innovation creates lasting impact.

From humble beginnings to a global presence, the ROX story is one of vision, perseverance, and transformation, a journey defined by the relentless pursuit of excellence and a promise to deliver technology that redefines tomorrow.



Key Highlights

Financial Highlights

Revenue
₹190.41 Cr.

PAT
₹19.93 Cr.

EBITDA
₹31.82 Cr.

EPS
₹8.73 Cr.

Operational Highlights

Years of Experience
20+

Global Customers
350+

Geographic Reach
5+ countries

Skilled Workforce
120+

Technical Certifications
150+ certifications

Quality Standards
ISO9001:2015 certified & DUNS Registered

Global Milestones

Expansion: Incorporated 4 new subsidiaries in Singapore, Denmark, Mauritius and California.

Strategic Partnerships: Agentic AI Alliance: Entered a strategic partnership with SS&C Blue Prism to offer cutting-edge Agentic AI solutions across South Asia markets.

Global Tech Collaborations:

- Partnered with IBM in North America and Europe for delivering Power VS cloud solutions.
- Strengthened collaboration with Google across Vertex AI, Google Workspace (GWS), and Google Cloud Platform (GCP), enhancing Agentic AI use cases and cloud capabilities.

Awards & Recognition:

CISCO - APJC Partner winners Circle 2024

This award signifies the company's year-on-year sustainable growth

Namma Ooru Namma Palli

Mrs. Sukanya Rakesh, whole time director, received the award for the CSR project 'Namma Ooru Namma Palli' executed for a Thiruvallur government school.

Management Message

Dear Stakeholders,

It gives me great pride to present the Annual Report for the FY 2025. This year marked a phase of meaningful progress, steady expansion, and continued focus on delivering value to our clients, employees, and partners.

Expanding Our Reach

One of the most important developments this year was our expansion into new geographies. We established international subsidiaries in Singapore, Denmark, Mauritius, and California. The California operation, in partnership with IBM Services, represents a significant step forward in our global strategy. In India, we strengthened our domestic presence by opening new offices in Mumbai, Puducherry, and Trichy, improving regional access and delivery capabilities. These developments have laid a strong foundation for long-term growth.

Further, our teams successfully delivered several key projects this year across diverse industries like composites manufacturing, industrial equipment, building materials, and automation-driven sectors such as automotive, robotics, and process engineering. These engagements reflect our focus on understanding client needs, maintaining high delivery standards, and creating lasting partnerships.

"This year marked a phase of meaningful progress, steady expansion, and continued focus on delivering value to our clients, employees, and partners."

Driving Innovation Through Technology

We continued to prioritize innovation with a clear focus on practical outcomes. A major step forward was the adoption of a Business Suite approach to bring various internal functions together, which has helped us improve workflows and enhance service delivery.

We also established a new Centre of Excellence, equipped with smart conferencing tools, modern infrastructure, and digital collaboration platforms. This space not only supports productivity but also reflects our approach to building a modern, employee-friendly workplace.

To share these developments with our clients and partners, we organised an Innovation Day, where they could experience our solutions first-hand through demonstrations and interactive sessions.

Our focus is on building Agentic AI-based model that improves efficiency across IT infrastructure, cloud, and application.

Investing in Future Technologies

We are making strategic investments in technologies that will help us evolve into a next-generation Managed Services Provider. Our focus is on building Agentic AI-based model that improves efficiency across IT infrastructure, cloud, and application.

In the healthcare sector, we are working on medical process automation through Meta's LAMA Model. This model supports clinical documentation, patient engagement, and diagnostic workflows. These efforts will allow us to offer scalable and domain-specific solutions in critical sectors.

Building a Skilled Workforce

With our growing presence, a key challenge this year was scaling our workforce in line with business growth. To address this, we developed a structured onboarding and training program. This helped new employees become ready for client-facing roles while staying aligned with our values and work culture. This experience highlighted the potential of young talent. With proper guidance and opportunities, we saw strong results from early-career professionals, which has encouraged us to strengthen our internal talent development efforts further.

Over the past 24 years, we have built a strong culture of growing leadership internally. Many of our current leaders began their careers at ROX. Several employees have returned to the organization after working elsewhere, which is a reflection of the culture and growth opportunities we offer.

Our Campus-to-Corporate program continues to be a success, with over 60% of our workforce being fresh graduates. Many of them take on key responsibilities within a year of joining.

We now have employees from over 10 Indian states, and we are proud of our 70:30 gender ratio, which brings in diverse perspectives and encourages a more inclusive work environment. We focus on merit-based growth, regular feedback, and recognition, which together help us maintain a high-performing team.

Strengthening Our Social Impact

Guided by our mission to "Uplift the Unreached," our CSR initiatives this year were designed to create long-term social value. All projects were implemented by our in-house teams and aligned with the United Nations Sustainable Development Goals (SDGs):

- School Renovation: Upgraded a government school with modern infrastructure and digital tools.
- Ambulance Donation: Provided an ambulance to a palliative care centre in Northern Chennai.
- After-School Tuition Centre: Supported education for marginalised students.
- Skill Training for the Transgender Community: Offered vocational training to promote inclusion and financial independence.

Each of these projects was planned to bring sustained benefits to the communities we serve.

Embedding ESG Principles

We continue to integrate Environmental, Social, and Governance (ESG) practices across our operations. On the environmental front, we have reduced paper usage and improved energy efficiency. Our infrastructure is IGBC-certified, reinforcing our commitment to green practices.

On the social front, we are focused on inclusive hiring and community-focused CSR efforts. From a governance perspective, we follow strict compliance, transparent decision-making, and ethical leadership, ensuring we meet regulatory standards and stakeholder expectations.

Looking Ahead

In the year ahead, our focus will remain on expanding our capabilities, strengthening our global presence, and investing in emerging technologies. We will continue building a skilled and motivated workforce, delivering value to our clients, and contributing meaningfully to the communities around us.

I extend my sincere gratitude to all ROXians, our Shareholders, clients and partners for their continued trust and support. As we move forward, we remain grounded in the belief that consistent effort and steady progress leads to lasting results.

Warm regards,
Jim Rakesh
Managing Director
ROX Hi-Tech Limited

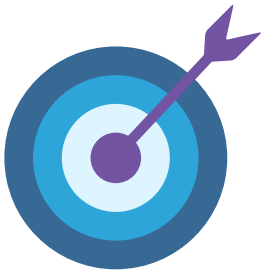
About Us

Powering Progress Across Borders

Over 22 years of expertise have shaped us into a trusted leader delivering innovative IT solutions from the Edge to AI. Our journey, rooted in our beginnings as an IBM Business Partner, has evolved into a one-stop shop with offerings that span consulting, software services, edge computing, and advanced network and security solutions. We empower organizations across industries with robust IT infrastructure, intelligent automation, cloud migration, and strategic support, all underpinned by exclusive partnerships with IBM, Cisco, Lenovo, SAP, and SS&C Blue Prism.

This year, our ambition propelled us into new territories. We strategically expanded our footprint by launching subsidiaries in Singapore, Denmark, Mauritius, and California , marking a pivotal milestone in our global growth strategy through our collaboration with IBM Services. On the domestic front, the opening of new offices in Mumbai, Puducherry, and Tiruchirappalli has strengthened our local presence and delivery capabilities.

Serving a broad spectrum of industries, from Fortune 1000 companies and financial institutions to healthcare, education, and manufacturing we remain driven by a people-first culture and a relentless pursuit of innovation and operational excellence.



Our Mission

Technology Partner of choice for Digital Transformation Journey.

Our Vision

ROX will be a world-class organization that enhances the quality of human life with Hi-Tech solutions that are sustainable to all the stakeholders.

Our Values

At ROX Hi-Tech, our values are the compass that guides our decisions, actions, and aspirations. They reflect who we are today and the legacy we aim to build for tomorrow.

Integrity

We operate with unwavering honesty and transparency, ensuring that every interaction—with clients, partners, and each other—is rooted in trust and ethical excellence.

Perseverance

Challenges are opportunities in disguise. With determination and grit, we push boundaries, turning obstacles into stepping stones toward success.

Accountability

We take ownership of our responsibilities, delivering on our promises with precision and dedication. Success is measured not just by results, but by the integrity of our journey.

Resilience

In a rapidly changing world, we adapt, learn, and grow. Resilience fuels our ability to thrive under pressure and emerge stronger from every setback.

Unity

Together, we are stronger. By fostering collaboration, diversity, and mutual respect, we create a culture where shared goals are achieved through collective effort.

Magnificence

We strive to create work that inspires—bold, visionary, and transformative. Magnificence is not just in our outcomes, but in the passion and creativity we bring to every endeavour.

Sustainability

We innovate with responsibility, designing solutions that protect our planet and empower communities. Progress is meaningful only when it is sustainable for future generations.

Excellence

Mediocrity has no place in our mission. From cutting-edge technology to client service, we pursue the highest standards, continuously raising the bar for ourselves and our industry.

These values are the pillars of ROX Hi-Tech, driving us to innovate, lead, and make a lasting impact—today and beyond.

Our wall of fame
Awards and Recognitions

CISCO - APJC Partner winners Circle 2024

Award for the CSR project 'Namma Ooru Namma Palli' executed for a Thiruvallur government school.

Rikun presented an Appreciation Award to ROX for outstanding support on the establishment of Rikun's One-Stop Solution Manufacturing Unit in 2023.

Mr. Stalin, Chief Minister of Tamil Nadu, honoured ROX for the successful implementation of cutting-edge infrastructure at Loyola.

VIT presented ROX with a Token of Appreciation for sponsoring the Riviera event, 2023

Inflow & Cisco awarded ROX for Outstanding Sales Performance during Cisco Q4 FY 2022

ROX was acknowledged by CIO Review India as one of the "20 Most Promising Cisco Technology Solution Providers – 2019," highlighting our commitment to excellence.

St. Joseph's Institute of Management recognizes Mr. Jim Rakesh as the CEO of the month (14th August 2017).

Marquee Clients

Our journey

2002
Incorporated

2003
Became an IBM Trublu and CISCO Registered Partner

2005
Registered as a Lenovo Business Partner

2006
Security Practice

2015
Became an IBM Gold Partner

2016
Became a CISCO Premier Partner

2018
Partnered with SAP and secured a million-dollar data centre deal

2019
Achieved our first SAP S/4 HANA win and bagged a million-dollar IT infrastructure deal

2020
Completed our first SAP HANA migration and executed a million-dollar+ data centre deal

2021

Advanced to Cisco's "Advanced Specialized Partner" for Networking; implemented $9.35M data center project.

2023

Listed on NSE Emerge Platform.

2024

Named Cisco's "Advanced Specialized Partner for Security"; expanded AI-driven risk analytics.

2025

Global Expansion

- Incorporated subsidiaries in Singapore (ROX Hi-Tech PTE), U.S. (ROX Hi-Tech LLC), Denmark (ROX Hi-Tech ApS), and Mauritius.
- Expanded footprint with a new 50-seater office in Tiruchirappalli SEZ.

Strategic Partnerships

- Formed Agentic AI alliance with SS&C Blue Prism for India.
- Partnered with IBM (North America/ Europe) for Power VS cloud solutions.
- Strengthened collaboration with Google (Vertex AI, GWS, GCP) for Agentic AI use cases.
- Onboarded 3 manufacturing concerns for digital transformation initiatives.

Project Implementations

- Secured an order with a public sector in Andhra and Telangana for SAP data center refresh.
- Executed campus network & security solutions for a global client.
- Implemented Agentic AI for an EV manufacturer in Chennai and an Infrastructure company in Kolkata.

Operational Growth

- Fully operational Network Operations Center (NOC) & Security Operations Center (SOC) with live clients.
- Medical Automation Platform is in development stage.

Our Board

The Minds Behind the Mission

At ROX Hi-Tech, our growth and resilience are anchored in the vision, integrity, and expertise of our Board of Directors. Together, they bring a wealth of experience in governance, strategy, and technology, ensuring that strong values and a forward-looking perspective guide every decision. With a shared commitment to innovation, sustainability, and stakeholder trust, our Board not only steers the organization through change but also inspires a culture of excellence, collaboration, and purpose.

Board of Directors

Jim Rakesh

Chief Executive Officer I Managing Director | 25+ Years of Experience

Jim Rakesh, a visionary first-generation entrepreneur, set forth with a resolute mission to craft a sustainable business ecosystem that delivers breakthrough innovation while creating lasting career opportunities for future generations. Under his inspiring leadership, ROX has emerged as a distinguished pioneer in the IT arena, recognized globally for its reliability and excellence. A charismatic mentor, he instils confidence in young talent, fostering a workplace where positivity thrives and forward-looking innovation keeps pace with the ever-evolving technology landscape.

Sukanya R

Chief Financial Officer | Wholetime Director | 20+ Years of Experience

Sukanya R leads Finance, Administration and Human Resources with a sharp focus on driving operational excellence and enabling organizational growth. A staunch believer in process-driven methodologies, she brings structure and discipline across functions. As the Chief Financial Officer and Chairperson of POSH (Prevention of Sexual Harassment), she fosters a culture of safety, inclusivity, and empowerment. A distinguished woman leader, Sukanya not only leads with efficiency and vision but also champions the upliftment of women, inspiring and supporting those around her to realise their fullest potential.

M M Senthil Kumar

Whole-Time Director | 20+ Years of Experience

MM Senthil Kumar is a techno-commercial expert with numerous certificates and has successfully overseen a multitude of Fortune 1000 clients on a global scale. He is highly respected in IT system integration space, for driving impactful outcomes, while enhancing brand and company reputation. His portfolio showcases the strategic design and seamless deployment of intricate IT infrastructure solutions, spanning network security, data centers, collaborative platforms, and industrial IoT.

C D Balaji

Independent Director | 20+ Years of Experience

With over 20 years of experience in process consulting and enterprise business solutions, he is dedicated to achieving company success through creating outcome driven solutions with futuristic market insights. His exceptional talent for building long-lasting client relationships and expert sales operations has led to increased sales. He specializes in SAP and IBM (Linux ONE) platforms, providing technical guidance, data-driven multi-cloud storage strategies, and proficiency in cloud integration using cloud packs.

Rajagopalan Alagar

Independent Director | 30+ Years of Experience

Rajagopalan Alagar, Fellow of the Institute of Company Secretaries of India, has been a successful Company Secretary for over a decade. He has served as an Independent Director at National Fittings Limited in Coimbatore for 18 years, combining industry insights, technical proficiency, business acumen, and governance expertise. His board involvement significantly contributes to company growth and success.

Ethirajulu

Independent Director | 35+ Years of Experience

Ethirajulu comes across as a seasoned professional with a distinguished educational background, holding the titles of Fellow Member and Associate Member of the Institute of Chartered Accountants of India. With 35+ years of experience, he specializes in Finance, Accounts, and Administration across diverse domains. Ethirajulu has demonstrated exceptional leadership in Greenfield projects, showcasing strategic financial acumen and a deep understanding of manufacturing processes.

J. Kenny Robert

Non - Executive Non - Independent Director | 7+ Years of Experience

Dr. J. Kenny Robert is a skilled Surgical Oncologist and Laparoscopic Cancer Surgeon focused on Minimally invasive and Advanced laparoscopic oncological procedures. Holding a super speciality (MCh) in Surgical Oncology from Center of Oncology at Government Royapettah Hospital, M.S. from Government Royapettah Hospital , Kilpauk Medical College and an M.B.B.S. from Theni Government Medical College.

He has also pursued Hepato-Pancreato-Biliary Surgery fellowship from CMC Vellore and served as Assistant Professor in General Surgery in Kilpauk Medical College. Currently as the Lead Consultant Surgical Oncologist and Laparoscopic Surgeon at Meridian Hospital Kolathur Chennai, he contributes to holistic oncology care and patient well-being. He possesses a strong enthusiasm for applying automation in the medical field and actively engages in research aimed at finding a cure for cancer and hence transforming lives.

Key Management Personnel

Thenmozhi

Company Secretary | 10+ Years of Experience

Thenmozhi, an Associate Member of the Institute of Company Secretaries of India (ACS), brings over a decade of expertise spanning legal, finance, and secretarial functions. She has cultivated strong proficiency in corporate governance, compliance management, and conflict resolution, making her a trusted advisor in ensuring organizational integrity and transparency.

Her career journey across diverse organizations has equipped her with deep insights into investor relations, regulatory frameworks, and best practices in governance. With her rich experience and professional acumen, Thenmozhi continues to play a pivotal role in strengthening compliance and fostering sustainable business growth.

Our Solutions

Delivering Scalable IT Solutions from Edge to AI

ROX Hi-Tech empowers businesses to stay ahead in a dynamic digital environment through a comprehensive suite of IT solutions and services. From intelligent automation and enterprise management applications to advanced networking, cybersecurity and collaboration solutions our offerings are designed to be innovative, secure, and scalable. With deep expertise spanning the entire technology spectrum, from edge computing to artificial intelligence, we enable seamless digital transformation tailored to evolving business needs.

1 Intelligent Automation

At ROX Hi-Tech, we empower enterprises to streamline operations and scale performance through Intelligent Automation solutions. Leveraging certified Blue Prism professionals and deep domain expertise, we enable organizations to reduce costs, improve accuracy, and accelerate service delivery with AI-driven automation.

Key Capabilities

- Automation Consulting: Process discovery, automation assessments, and ROI analysis
- Implementation Services: BOT development, deployment, and seamless workflow integration
- Managed Support: Post-deployment monitoring, optimization, and governance for sustainable automation

Delivering Tangible Business Impact

- 25–40% reduction in operational costs
- 3–5x faster execution vs manual processes
- Improved compliance and reduced error rates
- Rapid deployment with predictable outcomes

We integrate digital workers—AI-powered software robots—seamlessly into business operations. These agents handle repetitive, rules-based tasks while intelligently flagging anomalies for human intervention. By leveraging machine learning, natural language processing, and computer vision, our automation ecosystem enables reliable, consistent, end-to-end process execution.

To further orchestrate intelligent operations, we deploy Chorus, a robust Business Process Management (BPM) suite that unifies systems, people, and data to deliver agility at scale. From work orchestration and rules management to real-time analytics, Chorus provides enterprises with enhanced visibility and control.

What Sets Us Apart

At ROX Hi-Tech, we don't just deliver automation tools—we deliver business outcomes. Our consultative approach, customized deployments, and strong industry alignment help organizations optimize operations across finance, HR, customer service, and supply chain. By aligning automation initiatives with strategic business goals, we enable enterprises to unlock true digital advantage and long-term value.

Case Study

AI-Augmented Invoice Processing and Parking in ERP

Business Objective

To streamline and enhance the end-to-end invoice processing cycle by leveraging Agentic AI and Robotic Process Automation (RPA), enabling accurate, scalable, and auditable invoice parking with minimal manual intervention. The objective was to ensure high data fidelity, reduce processing time, and manage exceptions intelligently, aligning with compliance and operational efficiency goals.

Business Process Overview

The automation journey begins with a multi-agent system where an AI Agent autonomously monitors the mailbox through which the invoices are received and it extracts relevant data fields from machine-readable invoice documents (PDFs). This includes Invoice number, vendor GST, HSN/SAC code, PO details, quantities, and values. The AI agent, using contextual understanding and pre-trained models, classifies the invoice type and extracts line-level and header-level information with precision.

Post extraction, the RPA Digital Worker takes over and initiates the following workflow:

1. Logs into ERP and download reports, serving as the base reference for validation.
2. Validates extracted invoice details against the downloaded ERP reports using predefined business logic.
3. Applies tax codes and TDS based on PAN and service categories.
4. If validation is successful, parks the invoice in ERP using T-code.
5. Invoices failing validation are auto-routed to the business team with detailed exception logs.
6. On successful posting, renames invoice files with the corresponding ERP document number.
7. Generates daily status summaries and exception logs for Finance oversight.

Challenges and Pain Points

- Manual Extraction Limitations: Tedious and error-prone data entry from invoice PDFs.
- Lack of Real-Time Validation: Inconsistencies between invoice data and ERP reports.
- Dependency on Human Review: For detecting mismatches, causing processing delays.
- Invoice Format Variability: Vendors follow differing invoice structures, making standardization difficult.
- Scalability Constraints: Manual processes couldn't support high invoice volumes efficiently.

Proposed Intelligent Automation Solution

The implemented solution combines Agentic AI and RPA to provide an autonomous and intelligent processing framework:

- The AI Agent processes invoices independently, recognizing layout patterns, extracting fields using OCR + NLP, and applying logic for classification.
- Extracted data is handed off to the RPA Digital Worker, which compares the information with live ERP data pulled via T-codes.
- Based on alignment with business-defined validation rules (e.g., PO No., Quantity, Part No., Total Value, HSN/SAC), the system decides to either auto-park or escalate the invoice.

Expected Benefits

Category	Impact
Efficiency Gains	Processing time reduced by over 60%
Accuracy	Achieved more than 98% field-level accuracy in AI extraction
Compliance	Full audit trail with exception and activity logs
Cost Savings	Significant reduction in FTE dependency
Scalability	Easily scaled to handle multi-plant, multi-vendor environments

Key Technologies and Tools

Agentic AI

For intelligent invoice parsing, context-aware extraction, and classification.

RPA Platform

Orchestrates ERP interaction, rule-based validation, posting, and exception handling.

ERP

Core transactional system for procurement and finance.

Centralized Mailbox and Shared Repository

For real-time invoice intake and archival

Implementation Plan

Phase	Activities
Phase 1: Discovery	Process study, stakeholder interviews, requirements gathering
Phase 2: Development	AI training, validation logic design, bot development for ERP interaction
Phase 3: UAT and Pilot	Controlled testing with selected vendor invoices, feedback incorporation
Phase 4: Rollout	Production deployment, exception handling framework, training sessions
Phase 5: Monitoring	Live monitoring, reporting, and enhancement based on performance KPIs

Stakeholders and Roles

- Business Process Owners: Defined validation criteria, reviewed test outcomes
- Intelligent Automation Team: Designed, developed, and deployed AI + RPA components
- ERP Technical Team: Enabled access to transactional data and posting variants
- Finance Team: Reviewed exception logs, confirmed invoice parking
- Compliance & Audit: Verified traceability and data integrity

Metrics for Success

- Processing Time: Reduced average invoice processing time from 15 minutes to under 2 minutes
- Validation Accuracy: Achieved more than 98% field match rate between invoices and SAP
- Exception Rate: Exceptions reduced to less than 5% due to improved upstream controls
- User Satisfaction: Positive feedback from finance and AP teams for reduced backlog

2 Enterprise Application Management

ROX Hi-Tech empowers enterprises to navigate disruption and accelerate growth through modern ERP solutions. As a certified SAP implementation partner, we bring strategic insight, deep domain knowledge, and execution excellence to every stage of the digital transformation journey—from process reimagination to cloud adoption.

Our expertise spans SAP S/4HANA, SAP Ariba, SAP Analytics Cloud (SAC), and SAP Business Technology Platform (BTP), helping clients unlock intelligent operations, data-driven decision-making, and future-ready capabilities.

Our Impact

20+
Clients across India and international markets

100+
Certified consultants

5+
Global transformation projects

25+
SAP instances supported

1,000+
end users enabled

4
Countries of operations

Key SAP Services

1. SAP Implementation and Integration: End-to-end project delivery with focus on the Business Suite approach.
2. RISE with SAP: Cloud transformation via a Business Transformation as a Service (BTaaS) model for predictable, scalable results.
3. Grow with SAP: Rapid deployment for mid-sized businesses with low-code interfaces and AI-led automation.
4. SAP BTP: Unified platform for application development, analytics, and automation across SAP and non-SAP systems.
5. SAP ISBN: Digitized procurement and source-to-pay optimization to enhance spend management and compliance.
6. SAC and BDC: Unified analytics and AI-powered planning for smarter, faster decision-making.

What Sets Us Apart

- Value-First Approach: Measurable impact on profitability and business agility.
- Proven Methodologies: High success rate in ERP projects where industry benchmarks show high failure risk.
- Innovation-Driven: Embedded AI, automation, and real-time dashboards (e.g., oCFO, office of the CFO insights).
- Sustainability-Focused: ERP strategies aligned with ESG goals and reporting requirements.
- Capability Building: Strategic learning initiatives via SAP and McKinsey Digital Academies.

3 Infrastructure Solutions

In today's fast-evolving digital landscape, enterprises demand agile, secure, and intelligent IT infrastructure. ROX Hi-Tech Limited empowers organizations to modernize their operations and scale with confidence through advanced computing solutions, cloud platforms, data centres, and infrastructure management services.

Core Capabilities & Offerings

Hyper-Converged Infrastructure (HCI): Integrated compute, storage, and networking for reduced complexity and enhanced agility

Unified Computing: Cisco UCS-based platforms for flexible, high-performance environments

Scalable Storage: High-speed, secure storage powered by IBM technologies

Storage Virtualization: Simplified management and improved utilization of storage resources

Cloud Infrastructure and Services

We deliver secure and scalable hybrid/multi-cloud environments through partnerships with Google Cloud, Amazon Web Services (AWS), and Microsoft Azure.

- Hybrid cloud integration with dynamic workload portability
- AI/ML capabilities, analytics, and disaster recovery frameworks
- Cloud networking for high performance and availability

Next-Gen Data Centres

We design and manage software-defined, energy-efficient data centres with:

- AI-optimized workload orchestration
- High-performance computing (HPC)
- Zero Trust security models
- Business continuity and disaster recovery readiness

Remote IT and Infrastructure Management

Through our Remote Infrastructure Management (RIM) and integrated NOC-SOC services, we offer:

- 24/7 monitoring and incident response
- Network, server, and cloud operations
- Threat intelligence, SIEM, and compliance-driven security management

Network Transformation

ROX enables enterprises to modernize networks for agility, security, and cloud readiness using:

- Software-Defined Networking (SDN)
- Cisco SD-WAN and next-gen wireless solutions
- Zero Trust access and AI-powered observability

What Sets Us Apart

- Full-Stack Expertise: End-to-end IT capabilities from edge to cloud
- Strategic OEM Alliances: Deep partnerships with Cisco, IBM, Google Cloud, and others
- AI-Led Operations: Intelligent automation across infrastructure and security
- Resilience by Design: Architectures built for uptime, continuity, and compliance
- Sustainability Focus: Green IT practices and energy-efficient data centres

Case Study

Intelligent Network Transformation for Automotive Manufacturer

Business Challenge

A Spanish-based automotive industrial group, specializing in stamping, roll forming, robotic welding, and assembly lines to produce metal and plastic components, plays a key role in the global automotive supply chain. As a major supplier of automotive parts and assemblies to leading manufacturers and Tier 1 suppliers worldwide, their client base spans multiple continents.

However, the company relied on outdated network components—including aging switches, cables, cameras, power backup units, access points, and firewalls—that caused multiple operational inefficiencies. The lack of modernized infrastructure led to challenges in effective monitoring, complex cable tracing, and no firewall failover mechanisms. As a result, data transmission speeds were impacted, productivity suffered, and internet performance declined, creating potential delays in critical operations.

Metrics for success

98% Speed & Redundancy – Fast, reliable data transmission.

Easy Monitoring – Simplified network management.

Quick Cable Tracing – Organized, hassle-free connectivity.

UPS Support – Uninterrupted power supply.

Transformation

To ensure a seamless transition to the new plant, a complete network upgrade was executed, focusing on efficiency, security, and reliability.

The transformation process included:

- Structured cabling for proper I/O setup and port numbering.
- Firewalls configured with SD-WAN, HA, security profiles, and VPN for enhanced security.
- Optimized switching with VLANs, stacking, and access controls.
- Wireless access points for seamless connectivity.
- UPS and CCTV connections for uninterrupted power and surveillance.

Expert guidance ensured the entire upgrade was smooth, reliable, and future-ready.

Technology Utilized

- Next Generation Firewall – Advanced security, SD-WAN, and high-performance firewall protection.
- Layer 3 & Layer 2 Switch – Reliable, high-speed networking with enhanced scalability and security.
- Edge Device – Seamless, high-speed wireless connectivity for optimized performance.
- Power Backup System – Guaranteed uninterrupted power for critical network operations.
- Video Management System – High-definition surveillance and real-time monitoring for enhanced security.

4 Network and Collaboration Solutions

In today's digital-first economy, enterprises require agile, high-performance, and secure networks to drive growth and innovation. ROX Hi-Tech Limited delivers cyber-integrated networking and collaboration solutions powered by Cisco, designed to meet the evolving demands of hybrid work, Industry 4.0, and connected ecosystems.

Key Capabilities and Offerings

- Software-Defined Networking (SDN) and SD-WAN for intelligent traffic routing, centralized control, and real-time performance optimization.
- Security Information and Event Management (SIEM) for real-time threat detection, response automation, and compliance monitoring.
- Wireless Infrastructure (Wi-Fi 6/6E) and cloud-managed access points for secure, high-density connectivity.
- Information Technology (IT)/Operational Technology (OT) Convergence with industrial-grade networking and cybersecurity for manufacturing, utilities, and critical infrastructure.
- Unified Communications and video collaboration endpoints to support distributed teams and seamless remote engagement.
- Network Automation using Cisco DNA Center, ACI, and Meraki for scalable, AI-driven operations and self-healing networks.

Strategic Impact

Enhanced business continuity through high-availability infrastructure.

Improved operational efficiency via intelligent automation and zero-touch provisioning.

Strengthened cyber resilience with integrated Zero Trust architecture.

Accelerated cloud and edge adoption, enabling hybrid deployments with unified policy control.

What Sets Us Apart

- Deep OEM partnerships with Cisco and ecosystem alignment across IT and OT.
- A converged architecture approach, uniting connectivity, collaboration, and cybersecurity into one cohesive framework.
- Embedded AI and analytics to enable predictive performance, reduce downtime, and deliver measurable ROI.
- Solutions that are hybrid-ready, scalable, and tailored to diverse enterprise environments.

5 Cybersecurity Solutions

As organizations embrace cloud-first models and hybrid work, enterprise security is no longer optional. ROX Hi-Tech, in collaboration with Cisco and other global leaders, delivers intelligent, scalable, and integrated cybersecurity and networking solutions. Our end-to-end security framework helps clients proactively protect their infrastructure, data, users, and applications—on-premises and across the cloud.

Key Capabilities and Offerings

1. Unified Threat Detection and Response

- Cisco Extended Detection and Response (XDR) and Endpoint Detection and Response (EDR): AI-driven detection and response across endpoints, networks, and cloud environments
- Automated Response Workflows: Accelerated incident handling and reduced human error
- Unified Threat Visibility: Single-pane-of-glass monitoring for faster decision-making

2. Zero Trust Security Architecture

- Enforces least-privilege access across identities, devices, and workloads
- Continuous verification regardless of user location or network segment
- Real-time policy enforcement and security analytics from Cisco's global threat telemetry

3. Advanced Email Security

- Cisco Email Threat Defense: Stops phishing, BEC, and malware attacks beyond Microsoft 365's native capabilities
- Integrated Dashboards and Threat Trajectory: Complete visibility into all email traffic
- Rapid API-Based Remediation: Remove malicious emails instantly without interrupting user workflows

4. DNS and Web Security

- Cisco Umbrella: Domain Name System (DNS)-layer security that blocks threats before they reach endpoints
- Web Security Gateway: Cloud-native protection from malicious websites, scripts, and zero-day attacks
- Shadow IT Control: Visibility into unauthorized cloud app usage and risk management

5. Multicloud and Application Security

- Cisco Multicloud Defense: Unified policy enforcement and workload protection across AWS, Azure, GCP, and Oracle Cloud Infrastructure (OCI)
- DevSecOps Integration: Vulnerability management, API security, and infrastructure-as-code scanning
- Application Workload Protection: Micro-segmentation and east-west traffic control
- Full-Stack Observability: Real-time performance, security telemetry, and risk prioritization

6. Data Center and Infrastructure Security

- Cisco Data Center Security: Next-Generation Firewalls (NGFWs), Intrusion Prevention Systems (IPS), and Zero Trust for hybrid infrastructure
- AI-Driven Management and Analytics: Threat detection, segmentation, and compliance automation
- Seamless Ecosystem Integration: Works with Cisco Secure Firewall, Cisco XDR, and third-party SIEM/ Security Orchestration, Automation and Response (SOAR) tools

7. Remote and Real-Time Network Security

- 24/7 Monitoring via Network Operations Center (NOC)/Security Operations Center (SOC)
- SIEM, Threat Intelligence and Vulnerability Management
- Policy Enforcement and Endpoint Security for Hybrid Workforces

What Sets Us Apart

- Strategic Cisco Partnership: Direct access to Cisco's advanced technologies and threat intelligence (Cisco Talos)
- Integrated Cybersecurity Stack: From DNS and email to cloud, application, and endpoint protection
- Cloud-Native, AI-Powered Security: Unified security and observability across multi-cloud and hybrid environments
- Zero Trust by Design: Secure-by-default architecture across networks and workloads
- Fast, Scalable Deployment: Most solutions go live in under five minutes—minimal infrastructure required

Case Study

Technology Solutions and Digital Services

Business Challenge

A global software company faced challenges in securely managing remote devices and enforcing access control across multiple locations. While using a previous Mobile Device Management (MDM) solution, the organization experienced limitations in centralized device management, security policy enforcement, and compliance monitoring.

Additionally, the absence of a robust Multi-Factor Authentication (MFA) system increased the risk of unauthorized access and potential data breaches. To address these concerns, the company transitioned to an advanced MDM for improved device visibility and management, combined with a stronger MFA solution to enhance authentication security. This ensured improved access control, better compliance, and greater operational efficiency.

Transformation

The company upgraded its security and device management framework to support a more secure and efficient remote workforce.

The transformation included:

- Deployment of an advanced MDM solution for centralized device management and consistent policy enforcement.
- Implementation of a MFA system on Mac devices, integrating secure login through both online and offline verification codes via a mobile application.
- This transition strengthened security, streamlined access control, and enhanced compliance—allowing the organization to effectively manage its globally distributed workforce.

Technology Utilized

- MDM – Centralized device management
- MFA – Secure MFA with online & offline access
- MFA Mobile App – Seamless authentication

Business Outcome

- Enhanced Security – Stronger access control with MFA
- Centralized Management – Streamlined device monitoring
- Authentication – Secure login with online and offline access
- Efficient Remote Workforce – Improved compliance and control

Our Services

CYBER SECURITY SERVICES

Connecting Trust to Technology

In today's hyper-connected world, data is organizations most valuable asset - and the most vulnerable one. A single breach can shake customer confidence, disrupt operations, and damage reputations built over decades. That's why cybersecurity isn't just an IT function anymore. It's a business imperative. At ROX Hi-Tech, we believe that security is not about walls - it's about connections. Connections between visibility and action. Between compliance and confidence. Between business goals and the digital trust that powers them. Our cybersecurity services are designed to protect what matters most - companies' data, people, and continuity.

Real-Time Threat Monitoring and Incident Response

- Continuous network and system threat monitoring
- Early detection of suspicious activity and breaches
- Rapid incident response to contain and remediate threats

Firewall Management and Network Security

- Configure and maintain robust firewall solutions
- Control traffic and block unauthorized access
- Provide comprehensive network security services

Risk Mitigation and Vulnerability Assessments

- Conduct thorough vulnerability assessments and risk analyses
- Identify system weaknesses and security gaps
- Develop tailored risk mitigation strategies

Compliance Support and Data Protection

- Provide compliance support for regulatory requirements
- Assist with GDPR, HIPAA, NIST, and more
- Ensure data protection policies are effective and current

Why Choose Our Cybersecurity Services?

- Expert-Led Solutions - Our team includes certified cybersecurity professionals with deep experience across industries and threat vectors.
- Customized Security Plans - No two businesses are alike. We tailor every solution to the respective risk profile, regulatory environment, and operational needs.
- Proactive Defense - With continuous monitoring and rapid response, we help companies stay ahead of attackers — not just react to them.
- A Trusted Partner - We don't just deliver services. We build relationships. Our goal is to become a long-term security ally, not just a vendor.

NETWORK MONITORING SERVICES

Connecting Uptime to Peace of Mind

Round-the-clock vigilance is at the heart of our NOC and SOC services, ensuring seamless network performance and robust cybersecurity protection. Our NOC team ensures optimal network performance and maximum uptime by identifying and resolving issues before they affect businesses. Meanwhile, our SOC specialists utilize advanced SIEM systems, threat intelligence, and analytics to detect and mitigate cyber threats in real-time, protecting against ransomware, malware, and other attacks while ensuring regulatory compliance. Our scalable, customizable solutions reduce downtime, strengthen defenses, and enhance IT performance. Supported by experienced engineers and cutting-edge technology, we provide continuous incident detection, rapid response, vulnerability assessments, and tailored protection. We help organizations in securing seamless connectivity, protecting vital data, and driving resilient business growth.

NOC

- 24/7 network monitoring by expert NOC team
- Proactive issue detection to prevent downtime
- Continuous tracking of network health and performance

SOC

- Real-time threat detection and response by SOC experts
- Advanced security tools and analytics integration
- Swift incident response to minimize cyber risk and exposure

Configuration Management and Traffic Optimization

- Manage device configurations, software updates, and security patches
- Ensure secure and compliant network infrastructure
- Optimize network traffic for speed and enhanced user experience

REMOTE INFRASTRUCTURE MONITORING

Connecting Uptime to Insight

Business never stops, and neither do we. Our RIM services safeguard servers, applications, and networks with continuous, proactive management. Designed to detect and address potential issues before they escalate, our advanced monitoring solutions help ensure maximum uptime, optimal performance, and seamless IT operations for businesses. Using real-time analytics and intelligent alerting, we identify performance bottlenecks, system anomalies, and security threats early, minimizing downtime and preventing disruptions that could impact productivity or customer experience. In parallel, our dedicated technical support team provides swift remote assistance to end-users, resolving issues ranging from software troubleshooting to connectivity problems - ensuring the workforce remains efficient and focused. With ROX Hi-Tech's RIM services, organizations gain complete visibility, better control, and peace of mind, knowing that their IT infrastructure is continuously monitored, fully supported, and built for resilience in today's always-on digital environment.

Proactive Remote Monitoring of Servers, Applications and Networks

Our advanced RIM solutions continuously monitor critical IT infrastructure components remotely, identifying performance bottlenecks, security threats, and system failures early. This proactive approach minimizes downtime and prevents costly disruptions to business processes.

Comprehensive Remote Technical Support for End-Users

In addition to monitoring, our skilled support team offers timely remote technical support to end-users, resolving IT issues quickly and efficiently. Whether it's troubleshooting software glitches or assisting with network connectivity, our experts ensure the workforce stays productive.

Benefits of Our Remote Infrastructure Monitoring and Support

- 24/7 Proactive Monitoring - Continuous proactive IT issue detection
- Reduced Downtime - Early detection enables faster resolution
- Improved IT Performance - Optimized server and network health
- Cost-Effective Support - Remote assistance saves time, expenses
- Enhanced Security - Early vulnerability identification

ON-SITE MANAGED IT SUPPORT

Connecting Presence to Performance

At ROX Hi-Tech, our On-site Managed IT Support services provide dependable, hands-on technical expertise for businesses requiring immediate solutions beyond remote assistance. Recognizing that some IT issues demand physical intervention, our skilled technicians deliver prompt on-location support to minimize downtime and quickly restore operations. Our comprehensive on-site support includes hardware troubleshooting, equipment installation, system upgrades, network configuration, and urgent repairs. Whether addressing server failures, complex connectivity problems, or new technology deployments, our technicians bring professionalism and precision directly to the site. This approach ensures quicker issue resolution, personalized service, and minimal workflow disruption. Committed to maintaining business continuity, our team is trained to handle critical incidents efficiently, applying deep expertise and industry best practices to keep IT environments stable, secure, and optimized. Our flexible, scalable on-site support plans are tailored to each enterprises specific needs, offering peace of mind with expert assistance always within reach.

Comprehensive On-site IT Support Services

Hardware Issue Resolution

Diagnosing and repairing devices minimizes downtime

Professional Installations

Precise, efficient hardware and software setup

Network Configuration

Optimizing and securing network infrastructure

Urgent Repairs

Rapid physical response to critical IT failures

DATA BACKUP and DISASTER RECOVERY (DR)

Connecting Resilience to Readiness

Protecting critical business data is non-negotiable—our Data Backup and Disaster Recovery (DR) services ensure resilience and rapid recovery from disruptions. In today's interconnected and vulnerable data landscape, where cyberattacks like ransomware are increasingly sophisticated and regulatory penalties more stringent, robust data protection is not just a best practice - it's a non-negotiable business requirement for global enterprises.

Our secure backup solutions and comprehensive disaster recovery plans are engineered to keep operations running smoothly, regardless of data loss incidents, system failures, natural disasters, or cyberattacks. We understand that modern enterprises operate with complex, multi-cloud environments and distributed workforces, necessitating solutions that are not only secure and scalable but also flexible and intelligent.

Proactive Data Protection

- Advanced backups integrated with cybersecurity.
- Backup systems as secure infrastructure.
- Immutable storage protects against threats.

Comprehensive Coverage

- Protect data across hybrid environments.
- Support multi-cloud: AWS, Azure, Google.
- Secure major SaaS apps globally.

Rapid Recovery and Business Continuity

- Define clear RPO (Recovery Point Objective) and RTO (Recovery Time Objective).
- Minimize data loss, restore swiftly.
- Cloud-based recovery for infrastructure.

Global Scalability and Compliance

- Handle petabytes structured, unstructured data.
- Ensure data sovereignty, regulatory compliance.
- Integrate backup, DR, cybersecurity compliance.

CLOUD SERVICES MANAGEMENT

Connecting Cloud to Clarity

We specialize in comprehensive GCP and GWS services, empowering businesses globally with secure, scalable, and cost-effective cloud solutions. Whether migrating to Google Cloud or optimizing an existing environment, our certified experts ensure smooth transitions, continuous management, and performance optimization tailored to unique business needs. We handle all aspects - from migration and infrastructure management to Workspace deployment and ongoing support - ensuring enhanced collaboration, security, and compliance with international standards like GDPR and HIPAA. Our team also develops scalable cloud-native applications and designs resilient disaster recovery solutions using GCP's multi-region capabilities, minimizing downtime and ensuring business continuity. Organizations that partner with ROX Hi-Tech get with access to world-class Google Cloud expertise that drives innovation, cost efficiency, and operational excellence across various industries.

Google Cloud Management and Optimization	• Manage Google Cloud resources efficiently • Handle infrastructure, deployment, storage • Ensure smooth, scalable cloud operations
Cloud Migration Support	• End-to-end Google Cloud migration • Minimize downtime and data loss • Seamless integration and workload optimization
Cost Optimization Strategies	• Analyze Google Cloud usage patterns • Implement cost optimization techniques • Reduce spend without performance loss
Security Management for Google Cloud	• Configure IAM and firewalls for security • Monitor threats and ensure compliance • Safeguard data and applications continuously

HELPDESK and USER SUPPORT

Where People and Technology Connect

From hardware glitches to network disruptions, our Helpdesk and User Support teams provide dependable, round-the-clock technical assistance. Our experienced and certified support team is committed to delivering prompt troubleshooting and effective issue resolution to minimize downtime, ensuring that our client's end-users remain productive and their overall IT environment operates efficiently without interruption. We offer multi-channel support, including phone, email, and remote assistance, enabling seamless communication and rapid response no matter where the users are located worldwide. Our helpdesk solutions are designed to support businesses of all sizes and industries, providing personalized service tailored to every organization's unique needs. By leveraging industry best practices and advanced ticketing systems, we ensure transparent issue tracking, timely updates, and data-driven insights to continually improve service quality. With ROX Hi-Tech's helpdesk and user support, organizations can reduce operational costs, improve user satisfaction, and maintain high levels of IT productivity - empowering the workforce and allowing internal IT teams to focus on strategic initiatives. Companies that partner with ROX Hi-Tech gain access to global, round-the-clock support that enhances business continuity, speeds up problem resolution, and keeps technology infrastructure running smoothly across multiple locations and time zones.

Comprehensive Helpdesk Services

Technical Assistance

Expert hardware, software, connectivity support

Troubleshooting

Systematic IT issue diagnosis resolution

Issue Resolution

Efficient user issue handling communication

Multi-Channel Support

Assistance via phone, email, chat

Benefits of Our Helpdesk and User Support

- Improved Productivity - Quick resolution of IT problems reduces user frustration and boosts efficiency.
- Experienced Support Team - Skilled technicians with broad expertise across hardware, software, and networks.
- 24/7 Availability - Around-the-clock support options to meet business needs.
- Customized Support Plans - Flexible service levels tailored to organization's size and requirements.

HARDWARE and SOFTWARE MANAGEMENT

Keeping IT in Sync

With comprehensive Hardware and Software Management services, ROX Hi-Tech simplifies the IT asset lifecycle through strategic procurement, seamless deployment, and continuous upkeep. Our proactive services include patch management, firmware updates, and software licensing compliance - key to reducing vulnerabilities and avoiding costly penalties. We handle vendor relationships and inventory tracking to maximize asset utilization, ensure timely refresh cycles, and deliver cost-effective workflows. Utilizing industry best practices and advanced tools, ROX Hi-Tech enhances system performance and minimizes downtime across global operations. Understanding the complexity of modern IT environments, we support diverse hardware and software ecosystems across on-premises, cloud, and hybrid models. Whether managing desktops, servers, network devices, or enterprise software, our team ensures assets stay current, fully patched, and compliant with standards like GDPR and ISO 27001. Companies partner with ROX Hi-Tech for end-to-end hardware and software lifecycle management that boosts operational efficiency, strengthens security, and lowers total ownership costs. Our global expertise helps organizations maintain agile, resilient IT infrastructures that drive growth and innovation.

Expert Procurement and Installation Services

Assist selecting, procuring tailored solutions

Professional installation ensures seamless integration

Optimize configuration, minimize disruptions, maximize productivity

Proactive Maintenance and Patch Management

Conduct routine hardware and software maintenance

Perform critical patch management proactively

Ensure system security and peak performance

Software Licensing Compliance

Manage software license compliance effectively

Track renewals, usage, and audits

Avoid legal risks and expenses

IT FACILITY MANAGEMENT SERVICES (FMS)

Where Infrastructure Meets Intelligence

Our IT Facility Management Services cover the full spectrum of management, maintenance, and optimization, enabling resilient and efficient IT operations. Our expert team ensures seamless, secure, and efficient operations across critical environments such as data centers, server rooms, and IT equipment facilities, allowing businesses to focus on growth without disruption. Our comprehensive approach includes environmental monitoring, hardware maintenance, power and cooling optimization, physical security, and capacity planning. By proactively managing infrastructure, we prevent costly downtime, reduce environmental risks, and improve system availability. ROX Hi-Tech employs industry-leading tools and standards to deliver scalable facility management solutions for on-premises and hybrid cloud environments. We ensure optimal asset utilization, compliance with global standards such as ISO 27001 and SOC 2, and enforce strong physical and logical security measures. Our experts also provide incident response, preventive maintenance, and lifecycle management for critical hardware while collaborating with teams and vendors to streamline upgrades with minimal impact. Companies that partner with ROX Hi-Tech gain trusted IT facility management that enhances reliability, lowers costs, and supports their digital transformation, ensuring their IT infrastructure remains secure, scalable, and high-performing.

Data Center Management

- Efficiently monitor data center environment
- Maintain power, cooling, security systems

Server Room Operations

- Support server room hardware management
- Manage cabling, environment, system health

Asset Management

- Track and manage IT assets
- Optimize utilization and lifecycle

Preventive Maintenance

- Conduct regular equipment inspections
- Maintain schedules to prevent failures

Security and Compliance

- Implement physical and network security
- Ensure compliance with industry standards

Benefits of Our IT Facility Management Services

- Improved Infrastructure Reliability - Proactive management reduces risks of outages and equipment failure.
- Cost Efficiency - Optimized resource utilization and preventive maintenance lower operational costs.
- Enhanced Security - Robust security protocols safeguard critical IT assets.
- Expert Support - Skilled technicians ensure IT environment runs smoothly and efficiently.

MANAGED WIRELESS AND MOBILE COMPUTING

Powering Productivity Without Boundaries

Our Managed Wireless and Mobile Computing services ensure seamless deployment, efficient management, and continual optimization of wireless networks and mobile ecosystems for businesses worldwide. In today's digital landscape, reliable and secure connectivity is essential for workforce productivity - whether on-site, remote, or in the field. Our solutions cover the design, deployment, monitoring, and management of enterprise-grade WLANs, Wi-Fi 6/6E networks, and mobile device ecosystems, tailored to meet unique business needs. We ensure scalable, flexible wireless infrastructure that supports seamless connectivity for employees, guests, and IoT devices. Our services include advanced security features such as encryption, intrusion detection, and real-time threat mitigation, as well as mobile device provisioning, lifecycle management, and cloud integration. Leveraging industry-leading tools, we provide continuous performance monitoring, capacity planning, and rapid incident response to minimize downtime and optimize network efficiency. Trusted globally, ROX Hi-Tech empowers organizations with secure, high-performance wireless connectivity to support agile, mobile-first workforces anywhere, anytime.

Wireless Network Deployment and Management

- Design scalable wireless networks tailored
- Install and configure Wi-Fi systems
- Manage wireless networks continuously
- Troubleshoot for strong, consistent coverage

Mobile Computing Solutions

- Support mobile device deployment
- Manage applications and security policies
- Enable flexible workstyles effectively
- Optimize performance and secure access

Benefits of Our Managed Wireless and Mobile Computing Services

- Reliable Wireless Connectivity - Robust Wi-Fi networks designed for optimal speed and coverage.
- Enhanced Mobility - Secure mobile computing solutions that support remote and on-the-go work.
- Proactive Network Management - Continuous monitoring and maintenance to prevent issues before they impact users.
- Improved Security - Implementation of best practices to safeguard wireless networks and mobile devices from threats.

MANAGED COMMUNICATION SERVICES

Keeping Conversations Flowing, Seamlessly

ROX Hi-Tech delivers comprehensive Managed Communication Services that keep communication infrastructure reliable, scalable, and efficient for global business needs. Effective communication is vital for collaboration, customer engagement, and seamless data exchange. Our solutions deliver uninterrupted connectivity and high-quality performance. We manage the full range of communication systems, including passive cabling, active network components, audiovisual (AV), Voice over IP (VoIP), data networking, and video services. Our integrated approach simplifies management, enabling teams to collaborate effectively and maintain operational continuity. Our experts handle the design, deployment, monitoring, and maintenance of communication networks to minimize downtime and optimize performance. We provide scalable VoIP solutions that lower telephony costs and AV services that enhance meetings and presentations. Utilizing the latest technologies and industry best practices, ROX Hi-Tech supports on-premises, cloud-based, and hybrid environments. Proactive maintenance and real-time monitoring help prevent disruptions and resolve issues promptly. We prioritize security and compliance, protecting communications against cyber threats and ensuring adherence to global regulations. Whether supporting multi-location enterprises or distributed workforces, our managed services deliver consistent, high-quality communication anywhere.

Passive Cabling and Active Network Management

- Design and install passive cabling
- Maintain fiber optic, copper cabling
- Manage active network device
- Optimize data flow, performance

Audio-Visual (AV) and Video Services

- Manage professional AV systems
- Support video conferencing solutions
- Maintain digital signage systems
- Enhance collaboration and communication

VoIP and Data Communication Solutions

- Provide scalable VoIP solutions
- Manage cost-effective voice communication
- Oversee secure data systems
- Ensure high-speed connectivity

Why Choose Our Managed Communication Services?

- End-to-End Communication Management - Comprehensive support from cabling to advanced AV and VoIP systems.
- Enhanced Network Reliability - Proactive monitoring and maintenance to minimize downtime.
- Scalable Solutions - Flexible services designed to grow with business.
- Expert Technical Support - Skilled technicians ensuring optimal system performance and quick issue resolution.

PROCESS AUTOMATION and AI INTEGRATION

Where Intelligence Meets Efficiency

Our AI and Automation Integration services, enabled by Blue Prism, bring intelligent automation and RPA solutions to businesses seeking greater efficiency and agility. Leveraging Blue Prism's secure and scalable platform combined with cutting-edge artificial intelligence technologies, our solutions help organizations streamline operations, enhance data analytics, and accelerate innovation. By automating repetitive, rules-based tasks across enterprises, Blue Prism's RPA enhances efficiency, accuracy, and compliance, enabling the workforce to focus on higher-value, strategic initiatives.

Why Choose Blue Prism for AI and Automation

Blue Prism's RPA capabilities automate repetitive, rules-based tasks across enterprises, boosting efficiency, accuracy, and compliance while freeing the workforce for higher-value activities.

Seamless Process Automation and AI Integration
- Integrate Blue Prism with machine learning
- Utilize NLP and cognitive services
- Automate processes and enable intelligent decisions

Scalable and Secure Automation
- Provides enterprise-grade security and compliance
- Ensures scalability for growing automation
- Supports strong governance and standards

End-to-End Process Transformation
- Automate finance, HR, customer service
- Enhance supply chain operations efficiently
- Accelerate digital transformation, excellence

RPA Implementation and Optimization
- Deploy Blue Prism bots efficiently
- Automate high-volume repetitive tasks
- Integrate bots with existing IT systems

AI-Driven Process Automation
- Deploy Blue Prism bots efficiently
- Automate high-volume repetitive tasks
- Integrate bots with existing IT systems

Custom Solution Development
- Build tailored Blue Prism automation workflows
- Use extensible architecture for customization
- Address unique business challenges effectively

Ongoing Support and Governance
- Implement continuous monitoring and optimization
- Manage compliance for automation processes
- Maximize ROI from Blue Prism solutions

Benefits of Partnering with ROX Hi-Tech and Blue Prism

- Certified Blue Prism Professionals - Our team brings deep expertise in Blue Prism deployment, integration, and support.
- Accelerated Innovation - Harness intelligent automation to launch new digital services, improve customer experiences, and gain a competitive edge.
- Measurable Business Impact - Achieve significant cost savings, improved accuracy, and faster turnaround times across business processes.

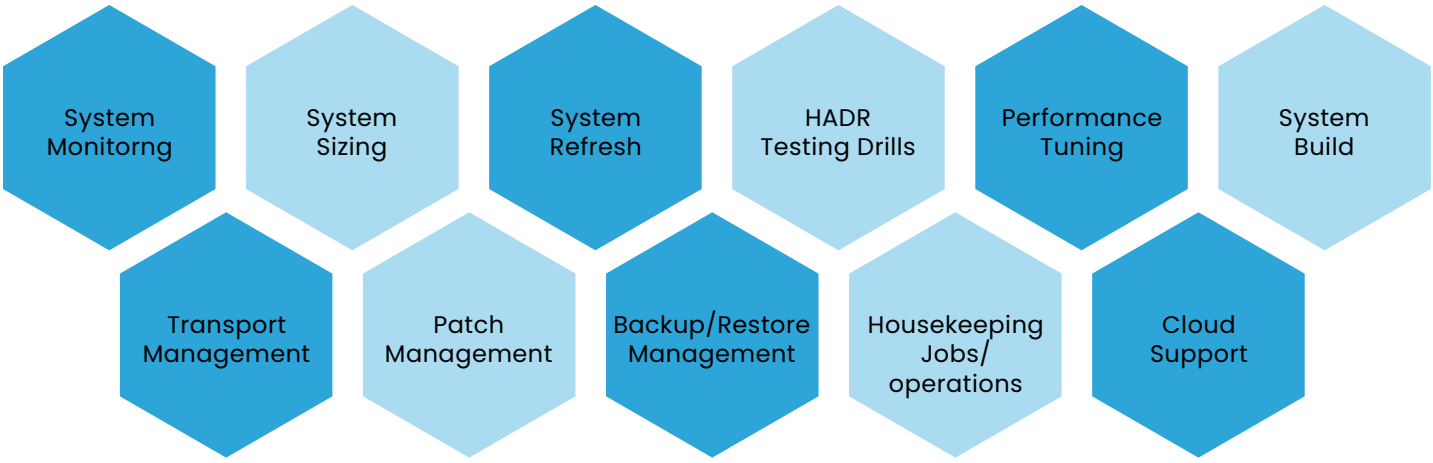
SAP MANAGED SERVICES

Trusted SAP Gold Partner Delivering Comprehensive Grow with SAP Services

ROX Hi-Tech, an esteemed SAP Gold Partner, is a trusted provider of comprehensive Grow with SAP services designed to accelerate digital transformation journeys. Our expertise encompasses application hosting, technical operations, and SAP Basis administration, ensuring a seamless and efficient SAP environment. We prioritize SAP security and compliance, implementing robust protocols to protect critical data and meet industry regulations. With proactive monitoring and alerting, ROX guarantees swift detection and resolution of issues, minimizing downtime and optimizing performance. Our use of embedded tools and custom module management allows tailored solutions that align precisely with different business requirements. Lifecycle management services from ROX ensure that SAP systems remain updated, secure, and scalable throughout their operational life. As a global managed SAP services provider, we deliver scalable, secure, and reliable SAP solutions that empower businesses worldwide. Our commitment to excellence and innovation helps clients achieve operational efficiency, regulatory compliance, and sustained growth.

Leading SAP Gold Partner Offering Scalable RISE with SAP Services

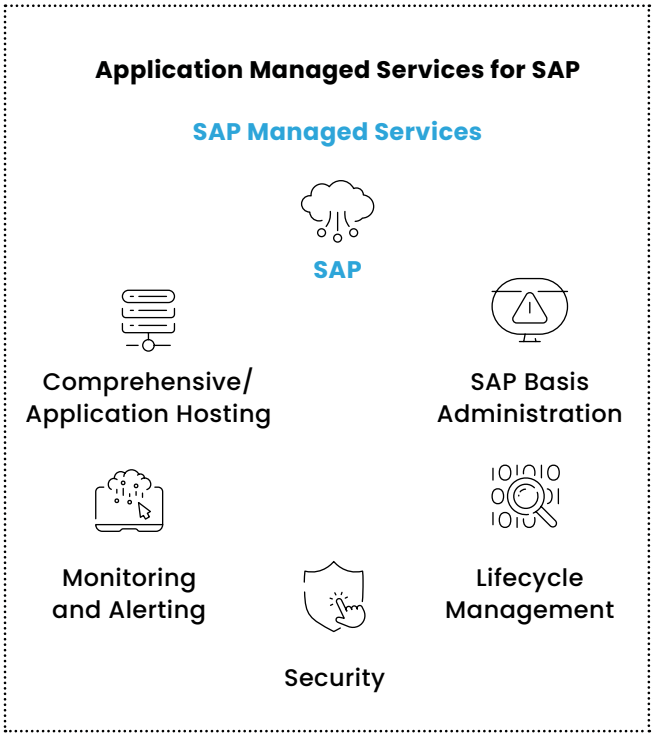
We offer comprehensive RISE with SAP services designed to empower businesses worldwide through scalable and secure SAP solutions. RISE with SAP enables organizations to accelerate digital transformation by simplifying SAP adoption, reducing total cost of ownership, and enhancing agility with a cloud-based, flexible ERP environment. Our expertise includes application hosting, technical operations, and SAP Basis administration, ensuring seamless SAP environment performance. We deliver robust SAP security and compliance measures, safeguarding critical data while meeting stringent regulatory requirements. With proactive monitoring and alerting, ROX guarantees early detection and swift resolution of any issues, minimizing downtime and optimizing system reliability. Our use of embedded tools and custom module management enables tailored SAP solutions aligned with unique business needs. Lifecycle management services from ROX ensures that your SAP systems stay updated, secure, and scalable throughout their lifespan. As a trusted managed SAP services provider, we combine advanced technology with industry best practices to drive operational efficiency and business growth. ROX's commitment to innovation and excellence ensures clients achieve compliance, resilience, and sustained competitive advantage.



Application-Level Support for SAP Managed Services Expert L1, L2 & L3 SAP AMS Solutions

Effective SAP managed services include comprehensive application-level support designed to ensure seamless business operations. ROX Hi-Tech structures support across multiple layers to meet diverse client needs. The L1 First Line Support addresses basic user queries, password resets, navigation help, and initial incident triage, often managed by internal IT helpdesks or AMS partners. The L2 Functional Support focuses on resolving business process issues, configuration questions, transaction errors, and master data inconsistencies, delivered by experienced SAP functional consultants, including experts in SD, MM, and FICO. Advanced challenges, such as complex process gaps, system bugs, and new functionality requests, are handled at the L3 Advanced/Enhancement Support level, often involving SAP Support or partner AMS teams. Our SAP managed services also include managing Change Requests (CRs) for approved business process or system configuration changes, as well as handling minor enhancements such as report, form, or workflow development. Additionally, training and enablement services offer end-user training, detailed documentation, FAQs, and a knowledge base to empower users and enhance system adoption. This structured, multi-tiered application-level support ensures organizations receive efficient, expert SAP management tailored for reliability, scalability, and business continuity.

Building on our comprehensive application-level support, ROX Hi-Tech's Application Managed Services (AMS) provide critical functional support tailored to optimize SAP environments. Our AMS includes expert incident management that efficiently handles functional tickets and resolves business process challenges, minimizing downtime. We manage service requests encompassing configuration changes, report modifications, and minor enhancements to keep SAP systems agile and aligned with business needs. Proactive problem management focuses on root cause analysis to identify and prevent recurring issues, enhancing system stability. Our enhancement management delivers minor customizations such as forms, reports, and workflows, ensuring every SAP solution evolves with enterprise requirements. Additionally, we offer user training and documentation services, including end-user sessions, process manuals, and FAQs, to empower the workforce with the knowledge needed for optimal SAP utilization. For forward-looking organizations, ROX Hi-Tech also provides optional proactive monitoring within AMS to continuously assess business process health and detect risks early, reinforcing a resilient SAP infrastructure.



ROX Hi-Tech: Expert SAP Managed Services

- ROX Hi-Tech, an SAP Gold Partner, offers expert SAP managed services.
- Comprehensive application hosting and SAP Basis administration ensure uptime.
- Proactive technical operations include monitoring and alerting for reliability.
- Robust SAP security and compliance protect data and meet regulations.
- Custom module management tailors SAP solutions to business needs.
- Lifecycle management keeps SAP systems updated, secure, and scalable.
- Dedicated user support empowers workforce and streamlines issue resolution.
- Scalable and secure managed SAP services for global enterprises.

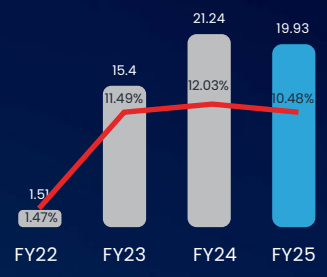
Key Performance Indicators

Powered by precision, proven by results

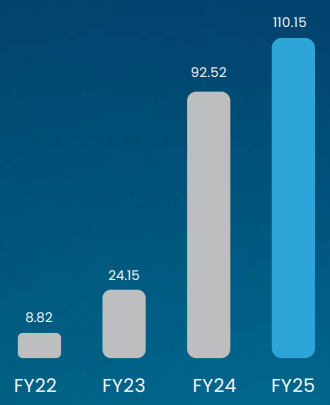
Revenue from operations
(₹ in Crore)

EBITDA
(₹ in Crore)

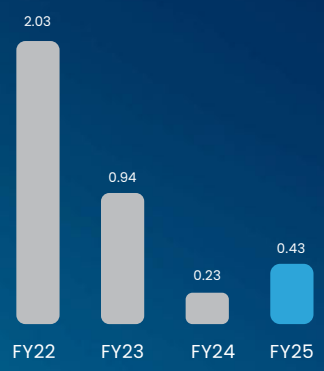
Profit After Tax
(₹ in Crore)



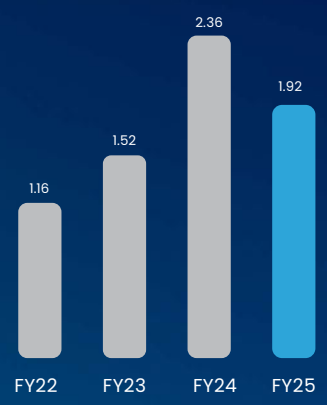
Net Worth
(₹ in Crore)



Debt-Equity Ratio
(times)



Current Assets
(times)



Corporate
Social Responsibility

Building impact beyond business

At ROX Hi-Tech, Corporate Social Responsibility (CSR) is not a mandate; it's a mission. We believe in creating shared value by uplifting communities, strengthening healthcare, and empowering marginalized groups through education, skill development, and inclusive initiatives. Our CSR programs for FY 2025 reflect our commitment to building a more equitable, empowered, and sustainable society.

Project 1: Revitalising Education Infrastructure

Revamp of Manavalan Nagar Primary School, Tiruvallur

We undertook the renovation of a government primary school in Kadambathur Block, Tiruvallur, directly benefiting over 150 students. The project included upgrading classrooms with new furniture, improving safety features, and creating a more conducive learning environment. We also installed an RO water purifier to ensure access to safe drinking water and introduced computers to support digital learning.

Project 2: Strengthening Community Healthcare

Donation to "All The Children" NGO, Vyasarpadi

As part of our commitment to healthcare access, we donated a fully equipped ambulance to the NGO "All The Children" to support palliative care services in underserved regions. The vehicle will serve as a mobile healthcare unit, delivering essential medical services directly to communities in need.

Project 3: Empowering the Transgender Community

Collaboration with Oscar Charitable Trust

Focus Area: Skill development and inclusion

We partnered with Oscar Charitable Trust to support tailoring training for members of the transgender community. Through the donation of 10 sewing machines, the initiative fosters livelihood generation, dignity, and self-reliance, marking a step toward social inclusion and economic empowerment.

Project 4: Uplifting Disadvantaged Children and Women

Support to SAVE Trust, North Chennai

Focus Area: Education, child welfare, and women empowerment

To combat intergenerational poverty and education disparity, ROX Hi-Tech supported SAVE Trust with a donation that impacted over 200 disadvantaged children. The project provided after-school tuition, academic guidance, life skills training, and educational supplies. Vocational training and digital literacy programs were also extended to women from marginalized backgrounds, equipping them with employable skills and pathways to independence.

Our Culture

Our Culture at a Glance

80%
employee retention rate – a testament to our people-first culture

35%
of roles filled through internal promotions – recognizing and rewarding talent from within

70%
of employees engaged in learning initiatives over the last six months

200+
employees proudly represented ROX at the Casagrand Suncity Corporate Olympics 2025

3
major cultural festivals celebrated together – Onam, Pongal, and Christmas

2
comprehensive medical camps organized for employee wellness

Multiple
SAP & Cisco recognitions earned by our employees and teams

Empowering People, Building Futures

At ROX Hi-Tech, our culture is more than a set of values; it is the heartbeat of our organisation. We are proud to have created a workplace where empowerment, inclusivity, and growth form the foundation of everything we do. With an average employee age under 35 and a deliberate focus on nurturing young talent, our teams embody a unique blend of energy, innovation, and resilience that drives us forward.

A Culture Rooted in People

Our people-first philosophy ensures that every individual feels valued, supported, and inspired to make meaningful contributions. We foster open communication through a genuine open-door policy, encouraging employees to share ideas, feedback, and concerns without hesitation. This culture of trust and transparency not only strengthens collaboration but also fuels creativity and accountability across all levels.

We also recognize that growth comes with challenges. At ROX Hi-Tech, setbacks are not seen as failures but as opportunities to learn and evolve. We stand firmly behind our people, equipping them with guidance, mentorship, and the latest tools to help them bounce back stronger.

Celebrating Togetherness

We believe that shared experiences create stronger bonds. Over the past year, our workplace came alive with health, cultural, and team-building initiatives designed to nurture holistic well-being and camaraderie.

- Health and Wellness: Two medical camps in partnership with Agarwal's Hospital and Lister Metropolis ensured preventive care through eye, ear, oral check-ups and comprehensive blood tests.
- Festivals and Cultural Moments: Celebrations of Onam, Pongal, and Christmas were marked with music, dance, icebreaker activities, and traditional feasts, reinforcing our inclusive spirit.
- Women's Day: Our "Lionesses of ROX" were honoured with a day outing dedicated to recognition, empowerment, and joy.
- Corporate Engagements: From hosting the Cisco Annual Summit at The Park, Chennai, to proudly competing in the Casagrand Suncity Corporate Olympics 2025, our teams showcased collaboration, skill, and team spirit on every stage.

Recognizing Excellence

At ROX Hi-Tech, we take immense pride in celebrating the achievements of our people. This year, our teams and consultants earned certifications, recognitions, and partner acknowledgements that reflect our culture of continuous learning and technical excellence.

- Our consultants successfully implemented Public Cloud solutions, a milestone that demonstrated our capability in driving digital transformation for clients.
- Our finance professionals achieved certifications in SAP Central Finance and Public Cloud Implementation, along with active participation in over 20 SAP-related webinars and training sessions spanning Ariba, Finance & Risk, and Cloud modules.
- Our sales consultants strengthened their expertise by earning certifications as SAP Certified Associates – Implementation Consultants in SAP S/4HANA Cloud, Public Edition (Sales).
- Our network and security teams were recognised under the Cisco Managed Service Provider (MSP) Partner Program for completing all program certifications within the stipulated timeframe, a recognition formally acknowledged by our CEO.
- These accomplishments reflect the depth of expertise within ROX and our commitment to equipping teams with the latest skills and knowledge to stay ahead in a rapidly evolving digital landscape.

Growing Together

Employee development remains a cornerstone of our retention strategy.

- Learning & Development: Over 70% of our employees participated in at least one training or learning initiative in the past six months.
- Internal Mobility: 35% of open roles were filled through internal promotions, demonstrating our belief in recognising talent from within.
- Retention Success: Our structured approach has contributed to a robust retention rate of 80%—a true reflection of our inclusive and supportive culture.

We also place a special emphasis on empowering early-career professionals. Graduate and management trainee programs, reverse mentoring, and cross-functional projects ensure that under-30 talent at ROX thrives with guidance, challenge, and recognition. This deliberate infusion of young minds strengthens our agility and makes us future-ready.

Management Discussion and Analysis

Macroeconomic Overview

Global Economy

The global economy in CY 2025 is undergoing a phase of transition, marked by moderate growth amid geopolitical realignments, rapid technological evolution, and shifting market demands. Global GDP growth remained steady at 3.3% in CY 2024, easing to 2.8% in CY25, reflecting persistent headwinds such as geopolitical tensions, supply chain disruptions, and demographic challenges.

Advanced economies grew modestly at 1.8% (Y-O-Y), while Emerging Market and Developing Economies (EMDEs) outpaced them at 4.3%, driven by digital transformation and infrastructure investments. The U.S. demonstrated resilience, supported by strong tech-sector demand and consumer spending, whereas the Eurozone lagged due to structural inefficiencies. India and Southeast Asia emerged as key growth engines, fueled by rapid digital adoption, expanding IT infrastructure, and government-led tech initiatives.

Global Economic Growth (%)

(Real GDP, Annual % Change)

Region / Economy	CY24	CY25 (P)	CY26 (P)
Global GDP	3.3	2.8	3.0
Advanced Economies	1.8	1.4	1.5
United States	2.8	1.8	1.7
Euro Area	0.9	0.8	1.2
Emerging Markets	4.3	3.7	3.9
Emerging Asia	5.3	4.5	4.6
China	5.0	4.0	4.0
India	6.5	6.2	6.3

Source: International Monetary Fund (IMF), April 2025 Report

Outlook

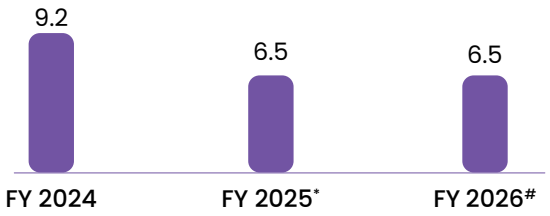
Global growth is projected at 2.8% in CY 2025 and 3.0% in CY 2026, with advanced economies stabilizing at 1.4–1.5% and emerging markets sustaining stronger growth (~3.7–3.9%). However, rising trade tensions—such as the U.S. tariffs imposed in March 2025—pose risks to supply chains and tech-sector investments. These disruptions could elevate costs for hardware, semiconductors, and cloud infrastructure, impacting IT infrastructure deployments globally.

Despite these challenges, accelerated digital adoption, AI integration, and smart infrastructure investments—particularly in high-growth regions like India and Southeast Asia—present significant opportunities for ROX Hi-Tech. The company is well-positioned to leverage these trends through its expertise in networking solutions, cybersecurity, and next-gen digital display technologies.

Indian economy

India continues to be one of the fastest-growing major economies, driven by its demographic advantages, strong domestic demand and ongoing structural reforms with a strong digital underpinning. The country is playing an increasingly significant role in the global economy, supported by healthy Goods and Service Tax (GST) collections and sustained growth in key sectors such as technology-enabled manufacturing, next-gen infrastructure and digital services. However, amid heightened global uncertainties, India's GDP growth moderated to 6.5% in FY 2025, down from 9.2% in FY 2024, according to the Ministry of Statistics and Programme Implementation (MOSPI). This slowdown is primarily due to factors like a dip in manufacturing activity, persistent food inflation, weaker urban consumption, limited job creation, a widening trade deficit and subdued private investment. Despite these challenges, India has maintained a resilient growth trajectory, supported by the strong performance of its technology-led services sector, increased public infrastructure investment and government initiatives focused on digital transformation, financial inclusion and improving the business environment through tech-enabled solutions.

Indian GDP Growth Rate (in %)



Source:

* MOSPI Report dated 28th February 2025

\# Reserve Bank of India (RBI) Monetary Policy Committee (MPC) report dated 9th April 2025

Inflation remained a persistent challenge throughout FY 2025 fueled by ongoing global supply chain disruptions and fluctuating commodity prices. In response, the RBI's Monetary Policy Committee (MPC) implemented two consecutive 25 basis point cuts to the repo rate, reducing it to 6% as of April 2025, while shifting economic stance from 'Neutral' to 'Accommodative'. Consumer Price Index (CPI) inflation is projected to average 4.9% for FY 2025, a slight improvement from 5.4% in the previous year and is expected to further ease to 4.0% in FY 2026. Despite external pressures, India's medium-term growth outlook remains positive, underpinned by proactive policy measures, a growing tech-savvy middle class and strengthening digital economic fundamentals.

Outlook

Despite ongoing geopolitical tensions and global market volatility, India's economic outlook remains optimistic, with GDP growth anticipated to outpace the global average. Strategic government initiatives, including the Production-Linked Incentive (PLI) scheme for tech manufacturing and increased investments in digital infrastructure, renewable energy and technology-led transformation, are expected to drive long-term economic growth and boost India's global competitiveness. These factors position India to become the world's third-largest economy by FY 2030, with a projected GDP of USD 7 trillion. The Indian economy is projected to grow by 6.5% Y-O-Y in FY 2026, maintaining the pace expected in FY 2025. While recent tariffs have had a mixed impact creating challenges for export-oriented sectors while benefiting select domestic industries through reduced import competition, overall investor sentiment remains resilient. Continued policy reforms and accelerated digitalization are enhancing transparency and operational efficiency, positioning the economy to be more structured, adaptable and future-ready in an increasingly digital global marketplace.

Source: https://pib.gov.in/PressReleaseIframePage.aspx?PRID=2120509#:~:text=The%20Monetary%20Policy%20Committee%20

https://pib.gov.in/PressReleasePage.aspx?PRID=2097921

https://pib.gov.in/PressReleasePage.aspx?PRID=2090875

Industry Overview

Global IT Industry

The global Information Technology (IT) industry continues to evolve at a rapid pace, driven by ongoing technological advancements and shifting market demands across various sectors. The global IT services market was valued at around USD 1.50 trillion in CY 2024 and is projected to grow at a Compound Annual Growth Rate (CAGR) of 9.4% from CY 2025 TO CY 2030, fueled by digital transformation, cloud computing adoption, and increased focus on cybersecurity, innovation and automation. Key growth drivers include the rise of IoT, data analytics, AI/ML, and the persistent shift to remote/hybrid work models, which continue to boost demand for flexible, scalable IT solutions. Cloud migration is further intensifying the need for services to manage and secure these environments amid escalating cyber threats. In CY 2024, AI and machine learning led the IT services market in revenue, powered by abundant data and advanced computing capabilities enabling applications like fraud detection and predictive maintenance. The IT services industry continues to expand rapidly, playing a critical role in supporting business agility, resilience and growth across sectors.

Rising IT spending, particularly on SaaS and cloud-based solutions, continues to fuel market demand. These services enhance business process efficiency while allowing firms to focus on core operations without managing complex IT infrastructure. Organizations are increasingly leveraging IT services for everything from employee record management to sophisticated supply chain and operations oversight.

Generative AI (GenAI) is transforming the technology landscape, driving innovation across industries and redefining approaches to automation, creativity and data-driven decision making. Currently entering the "trough of disillusionment" phase, GenAI investments remain strong, with spending on AI-optimized servers expected to more than double traditional server investments at USD 202 billion in CY 2025. This growth will be primarily driven by IT service providers and hyperscalers, who will account for over 70% of this increase.

According to Gartner, global IT spending is projected to reach USD 5.62 trillion in CY 2025, reflecting a 9.8% increase over CY 2024. Software will lead this growth with a 14.2% increase, followed by data center systems

at 23.2% and devices at 10.4%. IT services are projected to grow by 9%, while communications services will see a more modest 3.8% rise, reflecting continued strong investment in digital transformation and IT infrastructure worldwide.

In the Middle East and North Africa (MENA) region, IT spending is projected to reach USD 230.8 billion in CY 2025, up 7.4% from USD 215.0 billion in CY 2024. Software is projected to be the leading growth segment with a 13.7% increase, followed by IT services at 8.9%. Data center systems, the fastest growing category, is expected to maintain robust 14.9% YoY growth. While spending on devices and communication services will grow more modestly (6.1% and 6.2% respectively), they remain important components of the region's evolving IT landscape.

MENA IT Spending Forecast, 2024-2025 (millions of USD)

	2024 Spending	2024 Growth (%)	2025 Spending	2025 Growth (%)
Data Center Systems	5,557	14.9	6,382	14.9
Devices	33,969	13.4	36,052	6.1
Software	17,581	12.3	19,984	13.7
IT Services	25,158	7.5	27,393	8.9
Communication services	132,688	6.9	140,981	6.2
Overall IT	**214,953**	**8.6**	**230,792**	**7.4**

Source: Gartner (November 2024)

Europe's IT spending is expected to reach USD 1.28 trillion in CY 2024, up 8.7% from CY 2024. Key growth segments include software (13.2% to USD 288.2 billion), IT services (9.2% to USD 489.8 billion) and devices (9.3% to USD 146.7 billion). Data center systems and communications services will see more moderate growth, reflect steady but measured investment across European markets.

Europe IT Spending Forecast (millions of U.S. Dollars)

	2024 Spending	2024 Growth (%)	2025 Spending	2025 Growth (%)
Data Center Systems	50,043	11.1	54,410	8.7
Devices	134,239	6.4	146,700	9.3
Software	254,554	11.4	288,163	13.2
IT Services	448,572	6.6	489,767	9.2
Communication services	292,280	3.0	302,705	3.6
Overall IT	**1,179,687**	**6.8**	**1,281,744**	**8.7**

Source: Gartner (November 2024)

Outlook

The global IT industry remains on a steady growth trajectory in CY 2025, driven by sustained demand for digital transformation across all sectors. Companies continue to invest heavily in data centers, enterprise software and AI solutions to enhance efficiency, agility and innovation. Artificial Intelligence in particular is emerging as a critical enabler of smarter operations and personalized experiences. As organizations deepen their digital capabilities, technology providers are well-positioned to deliver solutions that drive tangible business outcomes.

Simultaneously, evolving global tax and regulatory requirements are prompting technology companies to modernize internal systems, particularly in areas like ERP and data governance. These changes present

opportunities to strengthen compliance, transparency and operational resilience. By prioritizing trust, reliability and security both internally and in customer solutions, technology firms can not only meet emerging standards but also build stronger stakeholder relationships, helping shape a more responsible and innovative digital future.

Sources: Gartner, Grand View Research, Deloitte Insights

Indian IT Industry

The Indian IT industry has firmly established itself as a global hub for technology and innovation, demonstrated by the growing presence of multinational corporations (MNCs) and global capability centers (GCCs). With over 1,750 GCCs operating in FY 2024, the sector shows increasing specialization in high-value services and product engineering. This technological maturity is reflected in the Indian IT services market, valued at USD 25.59 billion in FY 2024 and projected to more than double to USD 51.05 billion by FY 2030, representing a 12.03% CAGR. This growth trajectory underscores rising global demand for digital transformation solutions, cloud services, cybersecurity, and data analytics. Indian IT providers play a pivotal role in helping global enterprises streamline operations, reduce costs, and enhance productivity while securing digital assets. The country's vast talent pool, proven global delivery model, and evolving digital ecosystem continue to reinforce its position as a leader in the global IT services landscape.

Artificial Intelligence and automation are revolutionizing India's IT services sector by driving operational efficiency, cost optimization, and enhanced personalization. Technologies like machine learning, natural language processing, and robotic process automation (RPA) are being widely deployed to automate routine tasks, improve decision-making, and transform customer experiences through solutions like AI-powered chatbots. RPA implementations are significantly improving back-office operations by reducing errors and accelerating processes. AI is also playing an increasingly critical role in cybersecurity, providing advanced threat detection capabilities and real-time response mechanisms to protect sensitive data. With Indian IT firms making substantial investments in AI research and development, these technologies are poised to deliver greater innovation, productivity gains, and competitive advantages across industry verticals.

India IT Spending Forecast, 2023-2025 (millions of USD)

	2023 Spending	2023 Growth (%)	2024 Spending	2024 Growth (%)	2025 Spending	2025 Growth (%)
Data Center Systems	3,818	6.0	4,310	12.9	4,798	11.3
Devices	49,461	1.5	55,907	13.0	63,105	12.9
Software	15,478	11.4	17,904	15.7	20,945	17.0
IT Services	27,630	4.8	30,065	8.8	33,503	11.4
Communications Services	34,019	0.6	35,713	5.0	37,608	5.3
Overall IT	**130,406**	**3.2**	**143,899**	**10.3**	**159,960**	**11.2**

Source: Gartner (November 2024)

Outlook

India's technology sector is positioned for sustained long-term growth despite near-term challenges including US trade tariffs and macroeconomic uncertainties in key Western markets. The expansion of Engineering R&D services and Global Capability Centers (GCCs) remains a primary growth driver, with Digital Engineering gaining strong momentum across BFSI, Healthcare, and Retail sectors. This segment has accounted for a significant portion of major deals, reflecting the industry's strategic shift toward high-value services and product innovation. Export revenues now show a more balanced distribution between global multinationals (including GCCs) and Indian service providers, while the continued increase in operational GCCs underscores India's growing importance as a center for advanced technological capabilities.

Domestically, technology spending has outpaced export growth for two consecutive years, fueled by accelerated adoption of enterprise software, cloud services, and substantial expansion in data center infrastructure. The digital economy's contribution to GDP continues to rise significantly, with Digital Public Infrastructure emerging as a powerful catalyst for inclusive growth. E-commerce is demonstrating robust expansion, approaching major milestones in gross merchandise value. AI adoption is progressing rapidly, with most implementations focused on developing scalable solutions, while an increasing number of GenAI pilot projects are transitioning to full-scale production. Nearly all leading technology firms are now embedding AI, Cloud, Data, and GenAI capabilities into their core service offerings, signaling a fundamental transformation in India's IT landscape.

Sources: Gartner, TechSci Research

Business Overview

ROX Hi-Tech has established itself as a trusted partner for businesses seeking comprehensive IT solutions, with expertise spanning from infrastructure to cutting-edge digital transformation. Over the past two decades, we have built a strong reputation through our commitment to excellence and strategic partnerships with global technology leaders Blue Prism, SAP, CISCO, IBM and Lenovo.

Our recent achievements underscore our growing capabilities and market leadership. We successfully secured a major project to implement Grow with SAP for a leading heavy manufacturer and a composite manufacturer, driving their transformation journey. Additionally, we have secured an impressive ₹40 crore order book in digital transformation projects, bringing our total order book to ₹150 crore. These projects encompass network and security management, as well as application management, with phased execution set for completion by FY 2025.

ROX Hi-Tech has also expanded its global footprint with the establishment of subsidiaries in Singapore, the USA, Denmark, and Mauritius. These subsidiaries, focusing on areas such as computer hardware wholesale, enterprise software development, and IT consulting, position us to capitalize on international market opportunities and strengthen our global partnerships.

Our commitment to sustainability and industry leadership is reflected in our recognition as a Founding Member of the Indian Green Building Council (IGBC) and our membership with the Confederation of Indian Industry (CII). These affiliations highlight our dedication to sustainable development and excellence in the IT sector.

Further enhancing our operational capabilities, we received approval to establish a unit in ELCOT SEZ, Trichy, which will optimize logistics, enhance manufacturing, and facilitate seamless international trade.

At the heart of our success is our people-first approach. We recently granted 5,06,668 stock options under the 'ROX Employee Stock Option Plan 2024' to reward and retain top talent, ensuring our team remains motivated and aligned with our growth objectives.

ROX Hi-Tech stands out in the competitive IT landscape through our unique positioning as the first partner to secure SAP deals in both public and private clouds, combined with our expertise in IoT and smart infrastructure solutions. Our focus on innovation, security, and seamless integration enables us to deliver tailored solutions that drive digital transformation and sustainable growth for our clients.

As we continue to expand and innovate, ROX Hi-Tech remains committed to empowering businesses with advanced IT solutions that navigate the complexities of the digital age. Our holistic approach, global reach, and unwavering dedication to excellence ensure we deliver unmatched value to our clients, helping them thrive in an ever-evolving technological landscape.

Financial Performance

FY 2025 was a year of steady consolidation for ROX Hi-Tech Limited, marked by consistent growth in revenues and a stable operating performance despite strategic investments in subsidiaries during the second half of the year.

Our total income stood at ₹190.14 Cr compared to ₹176.50 Cr in FY 2024, reflecting a modest Y-O-Y growth of 8%. This growth was supported by sustained demand for our technology solutions and the expansion of our client engagements.

EBITDA stood at ₹31.82 Cr, maintaining margins of 16.74%, in line with the previous year. Profit after Tax (PAT) stood at ₹19.93 Cr, with a PAT margin of 10.48%, demonstrating our ability to deliver consistent profitability while absorbing higher costs from investments in people and operations.

The Company's net worth strengthened to ₹110.15 Cr from ₹92.52 Cr in FY 2024, further improving its financial resilience. Cash balances also improved significantly, reaching ₹27.45 Cr, providing healthy liquidity to support future growth.

Ratio Analysis

In compliance with listing requirements, the key consolidated financial ratios are provided below:

Particulars	FY25	FY24	% Variance
Debt-Equity Ratio	0.43	0.23	87% ↑
ROE	17.65	22.96	(23%) ↓
ROCE	19.32	27.71	(30%) ↓
EPS (₹)	8.46	9.30	(9%) ↓
Net Profit Margin	10.48%	10.21%	3% ↑
Operating Profit Margin (EBITDA Margin)	16.74%	16.49%	2% ↑

Risks and concerns

Risk Factors

Our commercial success is fundamentally tied to our capacity for innovation and delivery of specialized IT solutions across diverse industry sectors. The following key risks could materially impact our operations:

A. Innovation and Competitiveness

Failure to consistently develop proprietary, cutting-edge solutions may result in over-reliance on third-party services, potentially increasing operational costs and eroding our market differentiation.

B. Client Retention and Market Dynamics

Evolving client requirements, rapid industry shifts, and intensifying competition could adversely affect our ability to maintain and grow our client portfolio, particularly in high-value computing segments.

C. Talent Acquisition and Compliance

Our success depends on attracting and retaining skilled professionals. Any non-compliance with partner agreements or conflicts of interest involving our Promoter Group entity may jeopardize critical client relationships and strategic alliances.

D. Government Contracts and Macroeconomic Conditions

Failure to secure government tenders, coupled with rising input costs and unfavourable economic trends in India, could substantially pressure our margins and growth trajectory.

E. Legal and Regulatory Environment

Unanticipated changes in regulatory frameworks or unfavorable legal rulings may disrupt operations and financial performance.

Proactive management of these risks remains essential to safeguarding our profitability and ensuring sustainable growth.

SWOT Analysis

Strengths

- Recognized as a preferred partner by leading global IT equipment suppliers
- Direct access to cutting-edge technology and advanced equipment
- Highly skilled and continuously trained professional workforce
- Established trust with blue-chip clients, evidenced by repeat engagements
- Rigorous quality assurance protocols across all operations
- Uncompromising commitment to data privacy and information security

Weaknesses

- Elevated operational costs due to specialized manpower requirements
- Constant need for workforce upskilling to maintain technical edge
- Reliance on core promoter group and key managerial personnel

Opportunities

- Growing market demand for modular and reusable IT components
- Accelerated digital adoption across sectors in the post-pandemic economy
- Government policies promoting nationwide IT infrastructure development
- Strategic alignment with India's Digital Mission initiatives

Threats

- Intensifying competition for top-tier technical talent
- Accelerated technology obsolescence cycles
- Potential business disruptions from pandemic-related restrictions
- Hyper-competitive market landscape with shrinking differentiators

Human Resource

At ROX Hi-Tech, we recognize that our people are the cornerstone of our success. Our human resource philosophy is built on nurturing talent, fostering innovation, and creating an environment where every team member can thrive. We invest significantly in continuous learning and development programs that equip our employees with cutting-edge technical skills and leadership capabilities, ensuring they remain at the forefront of industry advancements. Our culture emphasizes collaboration, creativity, and mutual respect, where diverse perspectives come together to drive better solutions and business outcomes.

Our workforce strategically blends seasoned professionals with emerging talent, creating an optimal balance that delivers operational stability, sustainable growth, and uncompromising quality standards. The following department-wise employee distribution reflects our organizational structure as of March 31, 2025:

Sr. No	Division	Number of Employees
1	Accounts & Finance	9
2	Business Development/ Sales	16
3	Operation	2
4	Human Resources & Administration	4
5	ERP Implementation and Support	47
6	Technical Services & Network and Security	33
7	Management	3
8	Automation and AI	9
9	Logistics	5
10	Purchase	2
11	FMS	9
	Total	**139**

What sets us apart is our balanced approach to workforce composition - we strategically combine experienced professionals with young talent to maintain both stability and fresh thinking. This blend allows us to preserve institutional knowledge while staying agile in a rapidly evolving technological landscape. Our commitment to employee growth is reflected in our industry-leading retention rates and high engagement scores. We go beyond traditional training by offering mentorship programs, clear career pathways, and opportunities to work on challenging projects that push boundaries.

In the competitive IT services sector, we understand that our human capital is our most valuable asset. That's why we continue to strengthen our talent acquisition and development strategies, ensuring ROX Hi-Tech remains an employer of choice. Our people don't just support our business goals - they are active participants in shaping our future as we navigate the digital transformation landscape together. Through this comprehensive approach to human resource management, we are building not just a workforce, but a community of technology leaders who drive innovation and deliver exceptional value to our clients.

Internal Control Systems and their Accuracy

At ROX Hi-Tech, we have established a comprehensive internal control framework that serves as the foundation for our operational integrity and financial discipline. Our systems are carefully designed to comply with the Companies Act 2013 and adhere to the COSO Internal Control - Integrated Framework, ensuring we meet both regulatory requirements and industry best practices. The framework provides reasonable assurance regarding the reliability of financial reporting, effectiveness of operations, and compliance with applicable laws and regulations. We maintain strict controls over financial transactions through a clearly defined delegation of authority that governs approval processes and expenditure limits at all organizational levels. Our periodic review mechanisms ensure that business plans remain aligned with strategic objectives while adapting to changing market conditions. Technology plays a pivotal role in our control environment, with enterprise-wide ERP systems maintaining accurate, real-time records across all business functions. These systems not only safeguard our assets but also enhance decision-making through timely access to management information.

Recognizing that effective controls must evolve with the business, we continuously assess and enhance our processes to address emerging risks and maintain the highest standards of corporate governance. This ongoing commitment to robust internal controls reinforces stakeholder confidence while supporting sustainable business growth in an increasingly complex regulatory landscape.

Key aspects of our control environment include:

- Structured financial and operational controls
- Clear authorization protocols
- Integrated technology solutions
- Continuous monitoring and improvement

Our internal control system represents more than just compliance - it is a strategic asset that protects company interests while enabling operational excellence.

Corporate Social Responsibility

During the fiscal year ending March 31, 2025, ROX Hi-Tech demonstrated its strong commitment to social development by fully meeting its CSR obligations with an investment of ₹ 33,22,791/-The company maintained its exemplary track record of CSR compliance, with no shortfall in the current year or carryover from previous years, reflecting our consistent dedication to social welfare initiatives.

Our CSR programs focused on creating meaningful impact through targeted interventions:

- Inclusive Education: Supporting specialized learning opportunities for children with disabilities
- Empowerment Initiatives: Providing assistive devices and technologies to enhance independence for individuals with disabilities
- Rural Education Development: Strengthening educational infrastructure and access in underserved rural communities

These carefully designed initiatives align with our core values of equity, inclusion, and sustainable development. By addressing critical gaps in education and accessibility, we aim to create lasting positive change in the communities where we operate. ROX Hi-Tech remains committed to going beyond compliance by developing CSR programs that deliver measurable social impact while supporting national development priorities.

Key Highlights of FY 2023-25 CSR Performance:

- 100% fulfilment of statutory CSR spending requirements
- Zero shortfall carried forward from previous years
- Focused interventions in disability inclusion and rural education
- Strategic alignment with national sustainable development goals

Cautionary Statement

The Company's objectives, projections, outlook, expectations, estimates, and other information expressed in the Management Discussion and Analysis may be considered forward-looking statements under applicable securities laws and regulations. These statements are based on certain assumptions that the Company cannot guarantee. Several circumstances, some of which the Company may not have direct control over, could substantially impact the Company's operations. As a result, actual results may differ materially from such projections, whether expressed or implied, due to factors beyond the Company's ability to successfully implement its growth strategy. The Company assumes no obligation or responsibility to update forward-looking statements or to publicly amend, modify, or revise them to reflect events or circumstances that occur after the date of the statement based on subsequent development, information, or events. The Management of ROX Hi-Tech Limited presents below an analysis of its performance during the year under review, i.e., accounting year ended 31st March, 2025 (for the period April 1, 2024, to March 31, 2025).

Notice

NOTICE is hereby given that the 23rd Annual General Meeting of the members of ROX Hi-Tech Limited will be held on Monday, the 29th day of September 2025 at 11:30 am through video conferencing ("VC") / Other Audio-Visual Means ("OAVM"), without the physical presence of the members at a common venue, to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Standalone financial statements of the Company for the financial year ended March 31, 2025 together with the Reports of the Directors and Auditors thereon.**

   To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

   "RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025 together with Reports of the Board of Directors and Auditors thereon laid before this said meeting, be and are hereby considered, approved and adopted."

2. **To receive, consider and adopt the Audited Consolidated financial statements of the Company for the financial year ended March 31, 2025 together with the Report of Auditors thereon.**

   To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

   "RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025 together with Report of the Auditors thereon laid before this said meeting, be and are hereby considered, approved and adopted."

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

   To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. J. Kenny Robert (DIN: 10217214), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.".

4. **To appoint M/s. Krishaan & Co., Chartered Accountants, (FRN: 001453S), as a Statutory Auditors of the Company.**

   To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Krishaan & Co., Chartered Accountants, (Firm Registration Number: 001453S) be and hereby appointed as the Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive financial years from conclusion of the 23rd Annual General Meeting until the conclusion of the 28th Annual General Meeting of the Company, to be held in the year 2030, to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors and the Statutory Auditors".

SPECIAL BUSINESS:

5. **To appoint Mrs. Sanka Indrani (PCS No. 21983), Practicing Company Secretary as Secretarial Auditor of the Company for a term of five consecutive years.**

   To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to provision of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, if any, the relevant circulars issued by SEBI (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for the appointment of Mrs. Sanka Indrani, Practicing Company Secretary (Certificate of Practice Number: 21983) (PR No. 3517/2023) as Secretarial Auditor of the Company for a term of 5 consecutive years commencing from FY 2026 till FY 2030 to conduct secretarial

audit and issue the Secretarial Audit Report with the remuneration as may be mutually agreed between the Board of Directors and the Secretarial Auditors from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as 'Board', which term shall deem to include any Committee constituted or to be constituted by the Board in this regard) be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to finalise the terms and conditions of the said appointment, including the remuneration."

6. **Approval of Material Related Party Transactions between the Company and its associate companies and subsidiary companies.**

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 23 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations'), applicable provisions of the Companies Act, 2013 (the 'Act') read with the Rules made thereunder, and other applicable provisions, if any, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Company's Policy on Materiality of and Dealing with Related Party Transactions and based on the approval of the Audit Committee, approval of the Members be and is hereby accorded to the Company for entering into and/or continuing with the existing arrangements / contracts / agreements /transactions (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with the following associate/subsidiary companies and they being related parties of the Company, for an aggregate amount as detailed below, for the period, from the date of 23th Annual General Meeting up to the date of 25th Annual General Meeting (both days inclusive), (hereinafter referred to as 'RPT period'), as set out in the explanatory statement annexed to this notice, provided that such arrangement(s) / contract(s) / agreement(s) / transaction(s) irrespective of beings carried out on an arm's length basis and in the ordinary course of business of the Company.

Sl. No.	Name of the Company	Nature of Transactions	Aggregate Amount
1.	ROX Technology and Solutions Limited ('RTSL')	Rendering Technical and Services related support	Rs. 50 Crores each
2.	ROX Hi-Tech LLC		
3.	ROX Hi-Tech Aps		
4.	ROX Hi-Tech PTE. Limited.		
5.	ROX Hi-Tech Mauritius		

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company and / or a committee thereof as may be authorised by the Board in this regard, to severally do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise with regard to the transactions as may be necessary for the purpose of giving effect to this resolution on behalf of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/ Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

7. **Appointment of Major General H. Dharmarajan (retd) (DIN 11247320) as an Independent Director of the Company**

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (the 'Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, Major General H. Dharmarajan (retd) (DIN: 11247320) who was appointed as an Additional Director in the category of Non-Executive Independent, with effect from 25th August, 2025 in terms of Section 161 of the Act and who holds office up to the date of this Annual General Meeting, who is eligible for the appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature and who has also submitted a declaration confirming eligibility and independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years commencing from 25th August, 2025."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-forms with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

8. INCREASE IN AUTHORIZED SHARE CAPITAL AND CONSEQUENT ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to the provisions of Section 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), enabling provisions of the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015"), or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of the Members of the Company be and is hereby accorded to increase and to alter the existing Authorized Share Capital of the Company from Rs. 25,00,00,000/- (Rupees Twenty-Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakh Only) Equity Shares of face value of Rs. 10/- (Rupee Ten Only) each to Rs. 40,00,00,000 (Rupees Forty Crores Only) divided into 4,00,00,000 (Four Core only) Equity Shares of face value of Rs. 10/- (Rupee Ten Only) each.

RESOLVED FURTHER THAT consequent to the above alterations, existing Clause V of the Memorandum of Association of the Company be and is hereby substituted with the following new clause:

"V. The Authorized Share Capital of the Company is Rs. 40,00,00,000/- (Rupees Forty Crore Only) divided into 4,00,00,000 (Four Crore Equity Shares of face value of Rs. 10/- each".

"RESOVLED FURTHER THAT Mr. Jim Rakesh, Chairman and Managing Director (DIN 01722482) of the Company and / or Mrs. Sukanya Rakesh, Whole-Time Director (DIN 01722486) of the Company and/or Company Secretary of the Company be and are hereby severally authorised to file necessary e-forms and documents with Registrar of the Companies and to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, for the purpose of giving effect to this Resolution and for matters concerned therewith or incidental thereto. "

9. Issuance of up to 30,92,782 Fully Convertible Warrants to the persons belonging to "Promoter & Promoter Group" category on Preferential basis.

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

"RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Companies Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under [including any

statutory modification(s) thereto or re-enactment thereof for the time being in force], enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into with National Stock Exchange of India Limited where the equity shares of the Company are listed (**"Stock Exchange"**), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (**"SEBI"**), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended [**"SEBI (ICDR) Regulations"**], the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), as amended, SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (**"Takeover Regulations"**) as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by Ministry of Corporate Affairs, SEBI and/or any other competent authorities, and subject to the approvals, consents, permissions and/or sanctions, as may be required from the Government of India, SEBI, Stock Exchanges, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and/or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, up to 30,92,782 (Thirty Lakh Ninety-Two Thousand Seven Hundred Eighty Two) Fully Convertible Warrants ("**Warrants**") at an issue price of Rs. 48.50/- (Rupees Forty Eight and Fifty Paise Only) per warrant, determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, to be convertible at an option of Warrant holder(s) in one or more tranches, within 18 (Eighteen) months from its allotment date into an equivalent number of fully paid-up equity shares of the face value of Rs. 10/- each for cash, for an aggregate amount of up to Rs. 14,99,99,927/- (Rupees Fourteen Crore Ninety-Nine Lakh Ninety-Nine Thousand Nine Hundred Twenty Seven Only), and to issue Fresh Equity shares on the conversion of Warrants on such further terms and conditions as may be finalized by the Board of Directors, to the below mentioned entities belonging to the "**Promoter & Promoter Group**" category ("**Proposed Allottees**") in the manner as follows:

Sr. No.	Name of the Proposed Allottee	Category	No. of Warrants to be allotted (Up to)
1.	Jim Rakesh	Promoter	23,63,438
2.	Sukanya Rakesh	Promoter	5,19,617
3.	Janet Rekha	Promoter	2,09,727
Total			**30,92,782**

RESOLVED FURTHER THAT in terms of the provisions of Regulation 161 of Chapter V of SEBI (ICDR) Regulations, the 'Relevant Date' for purpose of determining the minimum issue price of Warrants shall be Friday, August 29, 2025, i.e. being the date, which is 30 days prior to the date of the Annual General Meeting ("AGM") scheduled for Monday, September 29, 2025.

RESOLVED FURTHER THAT aforesaid issue of Warrants shall be subject to the following terms and conditions:

a) The conversion of warrants into equity shares shall happen at any time, in one or more tranches, within a period of eighteen (18) months from the date of allotment of warrants in terms of SEBI (ICDR) Regulations.

b) The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant, in terms of the SEBI (ICDR) Regulations, which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.

c) Warrants, being allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under SEBI (ICDR) Regulations.

d) Warrants so allotted under this resolution and Equity Shares arising on conversion thereof shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.

e) Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange and/ or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange and/or Regulatory Authorities etc.

f) The consideration for allotment of Warrants and/ or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).

g) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse, and the amount paid shall stand forfeited by the Company.

h) The Warrants by themselves, until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants.

i) The Resulting Equity Shares will be listed and traded on the stock exchange, where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permission(s) and approval(s), as the case may be.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution Mr. Jim Rakesh, the Managing Director and/or Mrs. Sukanya Rakesh, the Whole-time Director, and/or Ms. Thenmozhi, Company Secretary & Compliance Officer of the Company and Committee of the Board of Directors be and are hereby authorized severally on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation circulation of the Private Placement Offer Letter in Form PAS-4 as prescribed under the Act, to make application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders."

ROX HI-TECH LIMITED
CIN: L51506TN2002PLC048598
Old No. 101B, New No. 160,
1st & 3rd Floor, Mahalingapuram High Road
Nungambakkam, Chennai 600034.
investor@rox.co.in
www.rox.co.in

By order of the Board of Directors
For **ROX Hi-Tech Limited**
Sd/-
Thenmozhi
Company Secretary & Compliance Officer
Membership No: A66685

Date: September 5, 2025
Place: Chennai

Notes:

1. 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, and subsequent to the latest circular 09/2024 dated September 2024, issued in this regard (collectively referred to as "MCA Circulars") permitted holding of Annual General Meeting (AGM) 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 AGM of the Company is being convened through VC / OAVM. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. Further, the Securities and Exchange Board of India ('SEBI') vide its circular dated May 12, 2020 and subsequent circulars issued in this regard, the latest being October 3, 2024 ('SEBI Circulars') has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

2. In compliance with the applicable provisions of the Companies Act, 2013 ('the Act") the SEBI listing Regulations, and MCA Circulars, the 23rd Annual General Meeting of the Company scheduled to be held only through VC/OAVM on Monday, the 29th day of September 2025 @ 11:30 am (IST).

3. In terms of the aforesaid Circulars, the businesses set out in the Notice will be transacted by the members only through remote e-voting and 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 AGM i.e., the conduct of the AGM through VC/OAVM, date and time of the AGM, availability of the Annual Report 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.

4. Additional information as required under Listing Regulations and Secretarial Standard on General Meeting (SS-2) in respect of the Directors retiring by rotation / seeking appointment / re-appointment at this Meeting is annexed hereto.

5. 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 AGM 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 AGM 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 AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.

6. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.

7. Notice of AGM 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 Friday, August 29, 2025.

8. In compliance with MCA Circulars and SEBI Circular No. SEBI/HO/ CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated 15th January, 2021 and Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated 13th May, 2022 the financial statements including Board's Report, Auditor's report or other documents required to be attached therewith (together referred to as Annual Report FY 2024-25).

9. The relevant Explanatory Statement pursuant to Section 102(1) of the Act, setting out the material facts concerning special business(s) as set out above in Item No.4 is annexed as Annexure I hereto. The relevant details required to be disclosed in respect to Directors seeking appointment/ re-appointment at this AGM pursuant to Regulation

36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, "(LODR Regulations or Listing Regulations)". Secretarial Standards on General Meeting ("SS-2") issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, have been provided in Annexure to this Notice. Additional information as required under Listing Regulations and Secretarial Standard on General Meeting (SS-2) in respect of the Directors retiring by rotation at this Meeting is also annexed hereto.

10. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, September 26, 2025 to Sunday, September 28, 2025 (both days inclusive) for the purpose of Annual General Meeting of the Company.

11. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for all the members.

12. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

13. 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.

    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 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 during the meeting will be provided by NSDL.

14. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company 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 and also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

15. The Companies (Management and Administration) Rules, 2014 stipulate that the remote electronic voting period shall close at 05:00 P.M (IST) on the date preceding the date of AGM. Accordingly, the remote e-Voting period will commence at 09:00 A.M (IST) on September 26, 2025 and will end at 05:00 P.M (IST) on September 28, 2025. The remote e-Voting will not be allowed beyond the aforesaid period and time, and the remote e-Voting module shall be disabled by NSDL.

16. The Company has appointed Mrs. Sanka Indrani, Practising company secretary to act as Scrutinizer to scrutinize the remote e-Voting process and voting during the AGM in a fair and transparent manner.

17. The Scrutinizer after scrutinizing the votes cast at the meeting and through remote e-Voting will not later than 2 working days from the conclusion of the meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The results declared along with Scrutinizer's Report shall be placed on the website of the Company. The results shall simultaneously be communicated to stock exchange by the company where the shares of the Company are listed i.e. National Stock Exchange of India Limited placed on the Company's website https://www.rox.co.in/.

18. Subject to approval of the requisite number of votes, the Resolutions set out in this Notice for the AGM shall be deemed to be passed on the date of the meeting i.e. Monday, September 29, 2025.

19. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on September 22, 2025 are entitled to vote on

the Resolutions set forth in this Notice. A person, who is not a member as on the cut-off date i.e. September 22, 2025 should treat this Notice for information purposes only.

20. In case a person has become a member of the Company after dispatch of AGM Notice, but on or before the cut-off date for e-Voting, i.e., September 22, 2025 such person may obtain the User ID and Password from NSDL by e-mail request to evoting@nsdl.co.in for all future communication members.

Dispatch of Annual Report through Electronic Mode:

21. In compliance with the MCA Circulars and SEBI Circular dated May 13, 2022 and January 05, 2023, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members as on cut-off date whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website https://www.rox.co.in/, website of the Stock Exchange, that is, National Stock Exchange of India Limited at www.nseindia.com, respectively, and on the website of Company's E-voting partner at https://www.evoting.nsdl.com.

22. For receiving all communication (including Annual Report) from the Company electronically:

    a. Members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant. NSDL has provided a facility for registration/ updation of e-mail address through the link: https://eservices.nsdl.com/kyc-attributes/#/login.

    b. the process to be followed for registration/ updation of e-mail address by Members holding shares in physical mode, is given in this Notice.

Procedure for Inspection of Documents:

23. 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 the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to cs@rox.co.in.

24. Members seeking any information with regard to the accounts or any matter to be considered at the AGM, are requested to write to the Company on or before September 22, 2025 to cs@rox.co.in. The same will be replied by the Company suitably.

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

The remote e-voting period begins on Friday September 26, 2025 09:00 am and will end at 05:00 P.M (IST) on September 28, 2025. 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. Friday, September 19, 2025, 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 Monday, September 22, 2025.

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

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:

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL 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 & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 (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. 4. 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** App Store Google Play

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. 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 and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. 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 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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting 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.nsdl.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.nsdl.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:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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 user 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.nsdl.com.
   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.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 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 Meeting 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.

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 ahyoka.nua1@gmail.com 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 (Name of NSDL Official) 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 shareholders 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 meeting 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 AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the 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 AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the 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 Laptop 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. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at this AGM, 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 before 5.00 p.m. (IST) on September 22, 2024. Such queries will be appropriately responded by the Company
6. 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. The same will be replied by the company suitably. Pre-registration should be done between September 26, 2025 09:00 am and 05:00 P.M (IST) on September 28, 2025.

Other Information:

As mandated by the Securities and Exchange Board of India ("SEBI"), securities of the Company can be transferred / traded only in dematerialised form. Members holding shares in physical form are advised to avail the facility of dematerialisation.

Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc through their Depository Participant.

Non-Resident Indian members are requested to inform the Company/ respective DPs immediately of change in their residential status on return to India for permanent settlement.

Members may please note that the Listing Regulations mandates transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, members are requested to make service requests for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate etc., by submitting a duly filled and signed Form ISR-4 along with requisite supporting documents to the RTA M/s. Purva Sharegistry India Private Limited at support@ purvashare.com as per the requirement of the aforesaid circular.

Members are requested to address all correspondence, including voting by electronic means if any, E-Voting Partner / to the Registrar and Share Transfer Agents and/or to the Company.

1. National Securities Depository Limited (E-Voting Partner)
   Contact Person: Ms. Prajakta Pawle
   NSDL, 4th Floor,'A' Wing, Trade World, Kamala Mills Compound,
   Senapati Bapat Marg, Lower parel,
   Mumbai 400 013
   Ph: 022 - 4886 7000 and 022 - 2499 7000
   Mail: evoting@nsdl.co.in

2. Purva Sharegistry India Private Limited (RTA)
   Contact Person: Mr. Purva Shah
   9 Shiv Shakti Industrial Estate,
   J.R. Boricha Marg, Lower Parel (E),
   Mumbai - 400011
   Ph: +91- 8928652025
   Mail: support@purvashare.com

3. ROX Hi-Tech Limited
   Contact Person: Ms. Thenmozhi
   Old No. 101B, New No. 160, 1st & 3rd Floor,
   Mahalingapuram High Road,
   Nungambakkam, Chennai 600024
   Ph: +91 98405 91830
   Mail: cs@rox.co.in

Details of the Director retiring by rotation and seeking re-appointment / appointment at the Annual General Meeting pursuant to (i) Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standards on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India (ICSI) are as under:

Item No. 3

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

Mr. J. Kenny Robert	DIN: 10217214
Age / DOB:	34 years / 29.09.1988
Qualifications	M S (G.S), M Ch (Surgical Oncology)
Experience (including expertise in specific functional area) / Brief Resume	Surgical Oncologist with more than 8 years of complex surgical and advanced laparoscopic experience. He has vast knowledge and experience in the Medical Automation.
Terms and Conditions of Re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. J. Kenny Robert who was appointed as a Non-executive Non-Independent Director is liable to retire by rotation and eligible for reappointment
Remuneration (including sitting fees, if any) last drawn (FY 2023-24)	Only sitting fees.
Remuneration proposed to be paid	Sitting fees.
Date of first appointment on the Board	July 25, 2023.
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2024.	Not Applicable.
Relationship with other Directors / Key Managerial Personnel	Not Applicable
Number of meetings of the Board attended during the financial year 2023-24	12
Directorships of other Boards as on March 31, 2024	Nil
Membership / Chairmanship of Committees of other Boards as on March 31, 2024.	Nil
Listed entities from which the Director has resigned in the past three years	Nil

None of the Directors or Key Managerial Persons of the Company (including their relatives), except to the extent of their shareholding in the Company are concerned or interested in the said resolution.

Item No. 4

To appoint M/s. Krishaan & Co., Chartered Accountants, (FRN: 001453S), as a Statutory Auditor of the Company

M/s. PPN and Company, Chartered Accountants (Firm Reg. No.- 013623S), were appointed as the Statutory Auditors of the Company in 21ST Annual General Meeting of the Company held on September 22, 2023 and was entitled to hold office upto the conclusion of 25TH Annual General Meeting of the Company. However, M/s. PPN and Company, Chartered Accountants vide their letter dated January 30, 2025, had tendered their resignation as the Statutory Auditor of the Company due to Pre-occupation in some other assignments. This has resulted into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Further, as per the provisions of Section 139 (8) of the Companies Act, 2013, Casual vacancy caused by the resignation of auditor shall also be approved by the shareholders in General Meeting within three months from the date of appointment by the Board of Directors of the Company.

Accordingly, based on the recommendations of the Audit Committee, the Board of Directors of the Company at their meeting held on February 5, 2025 appointed M/s. Krishaan & Co., Chartered Accountants, (Firm Registration Number: 001453S), as the Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation of M/s. PPN and Company and shall hold office of the Statutory Auditors until the conclusion of the Annual General Meeting to be held during the year 2025 and they shall conduct the Statutory Audit for the financial year ending on March 31, 2025. M/s. Krishaan & Co., Chartered Accountants, (Firm Registration Number: 001453S), have conveyed their consent for being appointed as Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under Section 141 of the Companies Act, 2013. The Board of Directors of the Company passed the Ordinary Resolution through Postal ballot on March 18, 2025.

None of the Directors or Key Managerial Persons of the Company (including their relatives), except to the extent of their shareholding in the Company are concerned or interested in the said resolution.

The details of the Statutory Auditors as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. SEBI/HO/CFD/CFDPoD-1/P/CIR/2023/123 dated 13 July 2023 is attached herewith.

Sl. No.	Particulars	Description
1.	Name of the Auditor	KRISHAAN & Co. Chartered Accountants
2.	Terms of appointment	Appointed as Statutory Auditors of the company for a period of five years from the conclusion of 23rd Annual General Meeting till the conclusion of the 28th Annual General Meeting to be held in the Financial Year 2030 based on the terms and conditions as mutually agreed.
3.	Proposed Audit fees payable to Auditor and material change in fee payable	Remuneration as may be determined by the Audit Committee in consultation with the Auditor, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company. Material change in fee payable.
4.	Basis of recommendation and auditor credentials	Mr. Sundarrajan, a qualified Chartered Accountant in Practice. He has been in practice for more than two decades having expertise and knowledge in conducting various audits. Peer Review Certificate No. 017772.

EXPLANATORY STATEMENT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013 ('ACT')

The following Statement sets out all material facts relating to mentioned in the accompanying Notice.

Item No. 5 To appoint Mrs. Sanka Indrani, Practicing Company Secretary (CP no. 21983) as Secretarial Auditor of the Company for a term of five consecutive years.

Amendment to Regulation 24A of SEBI Listing Regulations and Appointment of Secretarial Auditor

SEBI, through its notification dated December 12, 2024, amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). As per the amended Regulation 24A, effective from April 1, 2025, every listed company, based on the recommendation of its Board of Directors and subject to approval by shareholders at the Annual General Meeting ("AGM"), shall appoint or re-appoint:

a) An individual as Secretarial Auditor for a maximum of one term of five consecutive years; or

b) A Secretarial Audit firm as Secretarial Auditor for a maximum of two terms of five consecutive years.

In this regard, the Audit Committee evaluated various parameters including eligibility and qualifications as prescribed under the Companies Act and relevant Rules/Regulations, ICSI Auditing Standards, SEBI LODR Regulations, as well as the auditor's profile, experience, independence, audit capabilities, and quality of past audit work.

Based on the evaluation Audit Committee recommended the said appointment to the Board, Board of Directors, at its meeting held on May 28, 2025, has approved the appointment of Mrs. Sanka Indrani, Practicing Company Secretary (CP no. 21983), Peer Review Certificate No. 3517/2023), as the Secretarial Auditor of the Company for a period of five consecutive financial years commencing from FY2025–26 to FY2029–30, subject to shareholders' approval at the upcoming AGM.

Mrs. Indrani has given her consent to the proposed appointment and confirmed that it falls within the limits prescribed by the Institute of Company Secretaries of India. She has also confirmed that she is eligible for the appointment and has not incurred any disqualification under Regulation 24A(1A) of the SEBI Listing Regulations, Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

Other information

Proposed audit fee payable to auditors	Remuneration as may be determined by the Audit Committee in consultation with the Secretarial Auditor, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the Secretarial department of the Company. Material change in fee payable.
Terms of appointment	The Secretarial Auditor would be appointed for period of 5 consecutive years commencing from FY 2026 till FY 2030.
Material changes in fee payable and rationale thereof	The proposed fees are consistent with those charged to comparable clients, taking into consideration scope and complexity of the work as well as the specific compliance requirements. Further, the enhanced regulatory horizon and obligations have been considered while arriving at fees.
Basis of recommendation and auditor credentials	The Board, based on the credentials of the Auditor clientele, technical expertise, capacity and eligibility criteria prescribed under SEBI Listing Regulations recommends appointment of Mrs. Indrani as secretarial auditors of the Company.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution.

The Board recommends the resolutions set forth at Item No. 6 of the notice for approval of the members.

Item No: 6 Approval of Material Related Party Transactions between the Company and its Associate and subsidiary companies.

Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') mandates prior approval of Members by means of an ordinary resolution for all material related party transactions. In terms of Regulation 23(1) of the SEBI Listing Regulations, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs.1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 November 2024 ('the SEBI Master Circular') provides that the shareholders' omnibus approval for material related party transactions given at an Annual General Meeting remains valid up to the date of the next Annual General Meeting for a period not exceeding fifteen months.

Accordingly, the Audit Committee and the Board of Directors, having considered the above, do recommend transactions contained in Item No. 6 of the notice by way of an ordinary resolution.

Any subsequent 'material modification' in the proposed transactions, as defined by the Audit Committee, from time to time, as a part of Company's Policy on Materiality of and Dealing with Related Party Transactions will be placed before the Members for prior approval, in terms of Regulation 23(4) of the SEBI Listing Regulations.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/ CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 ("SEBI Master Circular") are set forth below:

Sr. No.	Particulars	Particulars				
1(a)	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	ROX Technology and Solutions Limited ('RTSL') Associate Company	ROX Hi-Tech LLC. Subsidiary Company	ROX Hi-Tech Aps. Associate Company	ROX Hi-Tech PTE. Limited. Subsidiary Company	ROX Hi-Tech Mauritius. Subsidiary Company
1 (b)	Type, tenure, material terms and particulars	ROX and RTSL have entered into / propose to enter into the following RPTs from the FY 2025-26 to FY 2027-28 for an aggregate value not exceeding Rs. 50 crores: Rendering Technical and services related support.	ROX and ROX Hi-Tech LLC have entered into / propose to enter into the following RPTs from the FY 2025-26 to FY 2027-28 for an aggregate value not exceeding Rs. 50 crores: Rendering Technical and services related support	ROX and ROX Hi-Tech Aps have entered into / propose to enter into the following RPTs from the FY 2025-26 to FY 2027-28 for an aggregate value not exceeding Rs. 50 crores: Rendering Technical and services related support	ROX and ROX Hi-Tech PTE. ltd have entered into / propose to enter into the following RPTs from the FY 2025-26 to FY 2027-28 for an aggregate value not exceeding Rs. 50 crores: Rendering Technical and services related support	ROX and ROX Hi-Tech Mauritius have entered into / propose to enter into the following RPTs from the FY 2025-26 to FY 2027-28 for an aggregate value not exceeding Rs. 50 crores: Rendering Technical and services related support

Sr. No.	Particulars	Particulars
1 (c)	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction. (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	26.67 %
2.	Justification for the proposed RPTs	The aforementioned transactions will not only help both the companies to smoothen business operations but will also ensure a consistent flow of desired quality and quantity of various facilities for uninterrupted operations and an increase in productivity. This in turn will contribute towards ROX Group synergy and sustainability.
3.(a)	Details of the source of funds in connection with the proposed transaction	Not Applicable
3.(b)	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments:	Not Applicable
3.(c)	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
3.(d)	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable

Sr. No.	Particulars	Particulars				
4.	**Arm's length** pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	The pricing mechanism followed for recurring transactions is based on the past practices by adopting Arm's Length Principle. ROX has carried out 'Transfer Pricing' study covering the transactions with Related Parties, which substantiates the Arm's Length Principle. In the case of other RPTs, the pricing mechanism would be as per Arm's Length criteria based on the market price or alternative pricing method of relevant services and/or materials. In the case of reimbursements / recoveries, same would-be on the basis of actual cost incurred.				
5.	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any, and the nature of their relationship	Mr. Jim Rakesh, Managing Director of the Company is Director on the Board of RTSL.	Mr. Jim Rakesh, Managing Director and Mrs. Sukanya Rakesh, Whole-Time director of the Company are shareholder and Director on the Board of ROX LLC.	Mr. Jim Rakesh, Managing Director and Mrs. Sukanya Rakesh, Whole-Time director of the Company are shareholder and Director on the Board of ROX PTE. Ltd.	Mr. Jim Rakesh, Managing Director and Mrs. Sukanya Rakesh, Whole-Time director of the Company are shareholder and Director on the Board of ROX Aps.	Mr. Jim Rakesh, Managing Director and Mrs. Sukanya Rakesh, Whole-Time director of the Company are shareholder and Director on the Board of ROX Mauritius.
8.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Except Mr. Jim Rakesh, Chairman & Managing Director (DIN: 01722482) and Mrs. Sukanya Rakesh, Whole-time director (DIN: 01722486) and their respective relatives none of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested financially or otherwise in the Resolution mentioned at Item No. 6 of the Notice.

Item No. 7: To appointment Major General H. Dharmarajan (retd) (DIN: 11247320) as an Independent Director

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, had appointed Major General H. Dharmarajan (retd) (DIN: 11247320) as an Additional Director in the category of Non-Executive Independent Director of the Company with effect from August 25, 2025 as per the provisions of the Companies Act, 2013(the 'Act').

In accordance with the said provisions, he holds office up to the date of the ensuing Annual General Meeting. The Company has received a declaration from him confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015. In the opinion of the Board, He possesses appropriate skills, experience, and knowledge and fulfils the conditions for appointment as an Independent Director.

The Board proposes to appoint Major General H. Dharmarajan (retd) (DIN: 11247320) as a Non-Executive Independent Director for a term of five (5) consecutive years from 25th August 2025, not liable to retire by rotation. The Company has received consent in writing from him to act as the Director and a declaration that he is not disqualified from being appointed under the Act. The brief profile and background of the proposed Director are annexed herewith and forms part of this Notice. The proposed Director has also affirmed to the Company that he has registered themselves with the databank maintained by the Indian Institute of Corporate Affairs (IICA) as an Independent Director in compliance with the prescribed Rules under the Act. As per the opinion of the Board, he fulfils the criteria specified in the Act & the Rules framed hereunder and the Listing Regulations for his appointment as an Independent Director and it is desirable to avail his service as an Independent Director. The Company has, in terms of Section 160(1) of the Act, received in writing notice from Member, proposing his candidature for the office of Director.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Major General H. Dharmarajan (retd) (DIN: 11247320) as an Independent Director in the interest of the Company and recommends the Ordinary Resolution as set out at Item no. 7 of the AGM notice for approval of the Shareholders.

Except the appointee, and his relatives, none of the Directors or Key Managerial Personnels of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice. Disclosure as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard- 2 issued by the Institute of Company Secretaries of India are set out and annexed as Annexure to this notice.

(In pursuance to Reg. 36 (3) of the SEBI (LODR) Regulations and Secretarial Standard - 2)

Major General H. Dharmarajan (Retd)	11247320
Age / DOB:	59 years / 18.01.1966
Qualifications	Major General H Dharmarajan, PVSM, AVSM, SM**, VSM (Retd) is an ex-Army Veteran with more than 37 years of service. An alumnus of the RIMC (Rashtriya Indian Military College) Dehradun, NDA Kharakwasla, IMA Dehradun, he has participated in active combat in Sri Lanka, and commanded operations along the disputed borders along the Northern and Western borders. He has been decorated with gallantry awards and distinguished service awards on thirteen different occasions while in service, during which he was wounded grievously while in operations against the LTTE. He has been a UN Peacekeeper in Angola during a critical phase in the 1990s. Having graduated from the DSSC, Wellington (TN), US National War College, Washington DC, National Defence College, New Delhi, he is a double MSc, MPhil, MBA. He has done the Independent Director's Course at IIM, Mumbai, besides another programme at IIM, Calcutta. He has also undergone training in crisis management at the Asia Pacific Centre for Security Studies at Hawaii, in addition to a course on international liaison in Israel. He commanded the RIMC Dehradun, and later went to command a Brigade in Arunachal Pradesh, and a frontline Division in Jammu and Kashmir during the abrogation of Article 370 in 2019. He has handled the entire Army's Budget, in addition to dealing with numerous e-commerce initiatives under MoD and MoCI during Covid and contributing to numerous policy changes at the apex level. He has bagged numerous writing awards for his thesis and dissertations and continues to contribute to various journals. He retired as GOC Bengal in 2024, and was later recognised by the Capacity Building Commission of India for his efforts at innovatively uplifting the livelihood of the people in the border districts of Jammu and Kashmir. He is presently continuing to serve the society in the corporate sector.
Terms and Conditions of Re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Major General H. Dharmarajan (Retd)who was appointed as a Non- executive Independent Director.
Remuneration (including sitting fees, if any) last drawn (FY 2025-26)	past remuneration is not applicable (first appointment).
Remuneration proposed to be paid	Sitting fees.
Date of first appointment on the Board	August 25, 2025
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2025.	Not Applicable.
Relationship with other Directors / Key Managerial Personnel	Not Applicable

Number of meetings of the Board attended during the financial year 2024-25	Nil
Directorships of other Boards as on March 31, 2025.	Nil
Membership / Chairmanship of Committees of other Boards as on March 31, 2025.	Nil
Listed entities from which the Director has resigned in the past three years	Nil

Item No. 8: Increase in Authorized Share Capital and consequent Alteration of Capital Clause of Memorandum of Association of the Company.

Presently, the Authorized Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty-Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakh Only) Equity Shares of Rs. 10/- (Rupee Ten Only) each. The Board of directors at its Meeting held on Wednesday, August 25, 2025 considered it desirable to increase the Authorized Share Capital of the Company to Rs. 40,00,00,000 (Rupees Forty Crore Only) divided into 4,00,00,000 (Forty Lakh) Equity Shares of face value of Rs. 10/- (Rupee Ten Only) each, by creation of additional 1,50,00,000 (One Crore and Fifty lakh) Equity Shares of face value of Rs. 10/- (Rupee Ten Only) each aggregating to Rs. 15,00,00,000/- (Rupees Fifteen Crores Only), to accommodate the fresh issuance of the shares of the Company. Consequent upon increase in authorized share capital as proposed, the existing Clause V of Memorandum of Association of the Company will also have to be substituted. The draft amended Memorandum of Association will be available for inspection by Members at the website of the Company till the last date of e-voting. The provisions of the Companies Act require the Company to seek approval of the members for increase in authorized share capital and for consequent alteration of the Capital Clause of the Memorandum of Association. Accordingly, the Board recommends the resolution set forth in Item No. 8 for the approval of the members of the Company by way of an Ordinary Resolution.

None of the Directors/Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested (financial or otherwise) in the resolution except to the extent of their shareholding in the Company, if any.

Item No. 9 Issuance of up to 30,92,782 Fully Convertible Warrants to the persons belonging to "Promoter & Promoter Group" category on Preferential basis.

The Special Resolution contained in Item No. 09 of this Notice, has been proposed pursuant to the provisions of Sections 23(1)(b), 42, and 62 of the Companies Act, 2013, read with the applicable rules made there under to issue and allot, up to 30,92,782 (Thirty Lakh Ninety-Two Thousand Seven Hundred Eighty-Two) Fully Convertible Warrants ("Warrants"), at an issue price of Rs. 48.50/- (Rupees Forty Eight and Fifty Paise Only) per warrant, determined by the Board in accordance with the provisions of Chapter V of SEBI ICDR Regulations, 2018 as amended, aggregating up to Rs. 14,99,99,927/- (Rupees Fourteen Crore Ninety-Nine Lakh Ninety-Nine Thousand Nine Hundred Twenty Seven Only), to certain persons belonging to the "**Promoter & Promoter Group**" category, on a preferential basis.

The proposed Preferential Issue shall be made in terms of provisions of Chapter V of the SEBI (ICDR) Regulations, 2018, and applicable provisions of the Companies Act, 2013. The said proposal has been considered and approved by the Board in their meeting held on Friday, September 05, 2025.

The approval of the members of the Company is accordingly being sought by way of a 'Special Resolution' under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI (ICDR), Regulations, 2018.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

I. Objects of the Preferential Issue

The Company intends to utilize the proceeds raised through the issue of Warrants ("Issue Proceeds") towards the following objects:

1. Working Capital Requirement
2. Interim Growth Capital
3. General Corporate Purpose

(Hereinafter collectively referred to as "Objects")

Utilization of Issue Proceeds

As the funds to be received against warrant conversion will be in tranches and quantum of funds required on different dates may vary therefore, the Broad Range of intended use of the Issue Proceeds of the Issue is as under:

Sr. No.	Particulars	Total amount estimated to be utilized (Rs crore)	Tentative utilization of net proceeds from the date of receipt of funds
1.	Working Capital Requirement	8,00,00,000	September 30, 2027
2.	Interim Growth Capital	5,00,00,000	September 30, 2027
3.	General Corporate Purpose	2,00,00,000	September 30, 2027
Total		**15.00**	

(*) considering 100% conversion of Warrants into Equity Shares within the stipulated time.

Notes:

- All decimals have been rounded off to two decimal points.
- In terms of NSE Notice No. NSE/CML/2022/56, dated December 13, 2022, the amount specified for the above-mentioned object of issue size may deviate +/- 10% depending upon future circumstances, as the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, geopolitical, competition and other external factors, which may not be within the control of the Company.

Schedule of Implementation and Deployment of Funds

Since present preferential issue is for Fully Convertible Warrants, the issue proceeds shall be received by the Company in 18 months period from the date of allotment of warrants in terms of Chapter V of the SEBI (ICDR) Regulation, and as estimated by our management, the entire proceeds received from the issue would be utilized for the all the above-mentioned objects, in phases, as per the company's business requirements and availability of issue proceeds, latest by September 30, 2027

Interim Use of Proceeds

Our Company, in accordance with the policies formulated in accordance with the applicable laws and guidelines and description as given in this Notice, will have flexibility to deploy the Issue Proceeds. Pending utilization of the Issue Proceeds for the Objects described above, our Company intends to deposit the Gross Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934.

II. Monitoring of Utilization of Funds

Given that the issue size does not exceed Rs. 100 Crore (Rupees One Hundred Crore Only), in terms of Regulation 162A of the SEBI (ICDR) Regulations, the Company is not required to appoint a SEBI registered credit rating agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue ("Monitoring Agency").

III. Particulars of the offer including date of passing of board resolution, kind of securities offered, maximum number of specified securities to be issued:

The Board of Directors of the Company at their meeting held on Friday, September 05, 2025, had, subject to approval of the members of the Company ("Members") and such other approvals as may be required, approved the issue of up to 30,92,782 (Thirty Lakh Ninety-Two Thousand Seven Hundred Eighty-Two) Warrants, each carrying a right exercisable by the warrant holder to subscribe to Equity shares of face value of Rs. 10/- each, to the certain persons belonging to the "Promoter & Promoter Group" category, at an issue price of Rs. 48.50/- (Rupees Forty-Eight and Fifty Paise Only) each, determined in terms of Chapter V of SEBI ICDR Regulations 2018.

In respect of the Warrants proposed to be allotted, an amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment

of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the options attached to Warrant(s) to subscribe to Equity Share(s).

IV. The intent of the promoters, directors, key management personnel, or senior management of the issuer to subscribe to the offer.

Except as following, none of promoters, directors, key managerial personnel, or senior management of the issuer intent to subscribe to the offer or separately in furtherance of the objects specified herein above:

Sr. No.	Name	Category	Number of Warrants (Up to)
1.	Jim Rakesh	Promoter	23,63,438
2.	Sukanya Rakesh	Promoter	5,19,617
3.	Janet Rekha	Promoter	2,09,727

V. The Shareholding Pattern of the Issuer before and after the Preferential Issue:

The shareholding pattern of the Company before and after the proposed preferential issue to the 'Promoter' and 'Public' Category is likely to be as follows:

Category	Pre issue Shareholding Structure		Warrants to be allotted (Up to)	Post Issue Shareholding Structure#	
	No. of Shares	%		No. of Shares	%
(A) Promoter Shareholding					
(1) Indian					
(a)Individuals & HUF	1,34,78,442	59.02	30,92,782	1,65,71,224	63.91
(b) Bodies Corporate	-	-	-	-	-
Sub Total (A)(1)	1,34,78,442	59.02	30,92,782	1,65,71,224	63.91
(2) Foreign promoters	-	-	-	-	-
Total Promoter shareholding A=A1 +A2	**1,34,78,442**	**59.02**	**30,92,782**	**1,65,71,224**	**63.91**
(B) Public Shareholding					
B1) Institutional Investors	-	-	-	-	-
B2) Central Govt./Stat Govt./POI	-	-	-	-	-
B3) Non-Institutional Investors	-	-	-	-	-
Individuals	78,31,508	34.29	-	78,31,508	30.20
Body Corporate	3,80,800	1.67	-	3,80,800	1.47
Others (Including HUF, LLP & NRI)	11,45,600	40.98	-	11,45,600	36.09
Total Public Shareholding B=B1+B2+B3	**93,57,908**	**40.98**	**-**	**93,57,908**	**36.09**
C) Non-Promoter – Non-Public	-	-	-	-	-
Grand Total (A+B+C)	**2,28,36,350**	**100.00**	**30,92,782**	**2,59,29,132**	**100.00**

(#) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e. Rs. 25,92,91,320 (Rupees Twenty-Five Crore Ninety-Two Lakh Ninety-One Thousand Three Hundred Twenty Only) divided into 2,59,29,132 (Two Crore Fifty-Nine Lakh Twenty-Nine Thousand One Hundred Thirty-Two) Equity Shares of face value of Rs. 10/ each (Rupees Ten Only).

Notes:
1. The pre-issue shareholding pattern is as on the latest BENPOS date i.e. Friday, August 29, 2025.
2. Post shareholding structure may change depending upon any other corporate action in between.
3. The Warrants to be converted over a period of 18 months from the date of allotment.

VI. Proposed time frame within which the Preferential Issue shall be completed:

As required under the SEBI ICDR Regulations 2018, preferential allotment of said Warrants shall be completed within a period of 15 (Fifteen) days from the date of passing of special resolutions under Item No. 09.

Provided that where the allotment is pending on account of receipt of any approval or permission from any regulatory authority, if applicable, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions. Further, the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of Equity Shares in dematerialized form.

VII. Number of people to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as price:

Not Applicable, since the Company has not made the preferential issue of any security during the year.

VIII. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):

Identity of the ultimate beneficial owners of the securities proposed to be allotted:

Sr. No.	Name of the Proposed Allotee	Category	Name of the Ultimate Beneficial Owner
1.	Jim Rakesh	Promoter	Not Applicable, allotee being a natural person
2.	Sukanya Rakesh	Promoter	Not Applicable, allotee being a natural person
3.	Janet Rekha	Promoter	Not Applicable, allotee being a natural person

IX. The percentage of post-preferential issue capital that may be held by the allottee(s) pursuant to the preferential issue.

Sr. No.	Name of the Proposed Allottee	Pre issue Shareholding Structure		Warrants to be allotted (Up to)	Post Issue Shareholding structure (Presuming full conversion of Warrants) #	
		No. of Shares	%		No. of Shares	%
1.	Jim Rakesh	1,02,99,936	45.10	23,63,438	1,26,63,374	48.84
2.	Sukanya Rakesh	22,64,508	9.92	5,19,617	27,84,125	10.74
3.	Janet Rekha	9,13,998	4.00	2,09,727	11,23,725	4.33

(#) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e. Rs. 25,92,91,320 (Rupees Twenty-Five Crore Ninety-Two Lakh Ninety-One Thousand Three Hundred Twenty Only) divided into 2,59,29,132 (Two Crore Fifty-Nine Lakh Twenty-Nine Thousand One Hundred Thirty-Two) Equity Shares of face value of Rs. 10/ each (Rupees Ten Only). The post shareholding may change in tandem with any other corporate action in the interim.

X. Consequential changes in the Voting Rights, change in control, and change in the Management, if any, in the issuer consequent to the preferential issue:

As a result of the proposed preferential issue of Warrants and further their conversion into Equity Shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

XI. Lock-in Period:

(a) Warrants being allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI (ICDR) Regulations.

(b) The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI (ICDR) Regulations.

XII. Issue price and Relevant Date:

In terms of Regulation 161 of SEBI (ICDR) Regulations, the Relevant Date for determining the floor price for the Preferential Allotment of the Warrants has been reckoned as Friday, August 29, 2025, being the date, which is 30 days prior to the date of the AGM scheduled for Monday, September 29, 2025.

The Equity Shares of the Company are listed on the SME platform of National Stock Exchange of India Limited ("NSE"/ "Stock Exchange"). The Existing Equity Shares of the Company are frequently traded within the meaning of the explanation provided in Regulation 164(5) of Chapter V of the SEBI (ICDR) Regulations, 2018.

In case of frequently traded shares, as per Regulation 164 (1) of SEBI (ICDR) Regulations 2018, the issue price at which Equity Shares and Warrants shall be allotted shall not be less than higher of the price determined through the following:

(a.) In terms of the provisions of Regulation 164 of SEBI (ICDR) Regulations the price at which Warrants shall be allotted shall not be less than higher of the price through the following:

i 90 trading days volume weighted average price of the equity shares quoted on NSE preceding the relevant date i.e. Rs. 46.74/- each.

ii. 10 trading days volume weighted average price of the equity shares quoted on NSE preceding the relevant date i.e. Rs. 48.03/- each.

Accordingly, the minimum issue price of Warrants on a Preferential basis in terms of Regulation 164 of the SEBI (ICDR) Regulation, is Rs. 48.03/- per each, being higher of the above two prices.

(b) The price determined through the Valuation report of M/s. Corporate Professionals Valuation Services Private Limited, (Registration No.: IBBI/RV-E/02/2019/106). i.e., Rs. 47.69/- each. The said report is available on the website of the Company at https://www.rox.co.in/Investor-corner/Investor-info/Agm-Dgm/index.html.

(c) The Articles of Association of the Company, requires obtaining a valuation report, which has been obtained from M/s. Corporate Professionals Valuation Services Private Limited, (Registration No.: IBBI/RV/-E/02/2019/106) and is available on the website of the Company https://www.rox.co.in/Investor-corner/Investor-info/Agm-Dgm/index.html. The price determined through the said report is Rs. 47.69 per equity share.

Accordingly, the minimum issue price of Warrants on a Preferential basis shall be Rs. 48.03/- (Rupees Forty-Eight and Three Paise Only) each. However, the Board of Directors of the Company has decided on the issue of Warrants at an Issue Price of Rs. 48.50/- (Rupees Forty Eight and Fifty Paise Only) each, which is higher than the above-mentioned prices.

XIII. Undertakings:

- None of the Company, its directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing

re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation163(1)(h) is not applicable.

- None of the proposed allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

XIV. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower:

Not Applicable, since none of the Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India.

XV. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or Public:

Sr. No.	Name of the Proposed Allotee	Current Status	Post Status
1.	Jim Rakesh	Promoter	Promoter
2.	Sukanya Rakesh	Promoter	Promoter
3.	Janet Rekha	Promoter	Promoter

XVI. Practicing Company Secretary's Certificate:

The certificate from Ms. Sanka Indrani, (CP No. 21983) Practicing Company Secretary, certifying that the preferential issue of Warrants is being made in accordance with requirements of Chapter V of SEBI (ICDR) Regulations has been obtained considering the said preferential issue. The copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website viz: https://www.rox.co.in/Investor-corner/Investor-info/Agm-Dgm/index.html.

XVII. Details of the Directors, Key Managerial Persons, or their relatives, in any way, concerned or interested in the said resolution:

Except as given below, no Director, key managerial personnel or their relatives, in any way are concerned or interested, financially or otherwise, in the resolutions set out at Item No. 09 of this Notice:

Sr. No.	Name	Designation	Number of Warrants to be issued (Up to)
1.	Jim Rakesh	Managing Director	23,63,438
2.	Sukanya Rakesh	Whole-Time Director	5,19,617
3.	Janet Rekha	Sister of Managing Director	2,09,727

The Board of Directors recommends the resolutions as set out in Item No. 9 of this notice for the issue of Warrants, on a preferential basis, to the proposed allottee by way of **Special Resolution.**

ROX HI-TECH LIMITED
CIN: L51506TN2002PLC048598
Old No. 101B, New No. 160,
1st & 3rd Floor, Mahalingapuram High Road
Nungambakkam, Chennai 600034.
investor@rox.co.in
www.rox.co.in

Date: September 5, 2025
Place: Chennai

By order of the Board of Directors
For **ROX Hi-Tech Limited**
Sd/-
Thenmozhi
Company Secretary & Compliance Officer
Membership No: A66685

Boards' Report

Dear Members,

The Board of Directors hereby submits the 23nd Annual Report of your Company ("the Company" or "ROX"), along with the Audited Financial Statements, for the financial year ended March 31, 2025 (FY 2024-25).

FINANCIAL HIGHLIGHTS

Amount in Rs. Lakhs

PARTICULARS	CONSOLIDATED YEAR ENDED 31.03.2025	STANDALONE YEAR ENDED 31.03.2025	STANDALONE YEAR ENDED 31.03.2024
Revenue from operations	18745.74	18,650.68	17,605.86
Other income	268.30	268.30	44.11
Total Income	19014.04	18,918.98	17,649.97
Cost of Consumption	13,841.69	13,808.13	13,338.66
Employee Benefits Expenses	1285.00	1,285.00	577.38
Finance Costs	460.17	460.17	315.52
Depreciation & Amortisation Expenses	105.66	105.66	68.71
Other Expenses	705.22	705.22	511.10
Total Expenses	16,397.75	16,364.18	14,811.38
Profit before Tax	2,616.29	2,554.80	2,838.59
Tax Expenses:			
Current Tax	628.51	628.51	692.54
Deferred Tax	(5.49)	(5.49)	21.84
Profit After Tax	1,993.27	1,931.78	2,124.20
Earnings Per Share (Basic)	8.73	8.46	9.30
Earnings Per Share (Diluted)	8.73	8.46	9.30

A detailed analysis of the financials and business performance of the Company during the year under review is provided below.

FINANCIAL PERFORMANCE

The Company recorded revenue of ₹18,650.68 Lakhs, reflecting a 6% increase over the previous year's ₹17,605.86 Lakhs. Profit after tax (PAT) stood at ₹1,931.78 Lakhs, decreased by 9% as against ₹2,124.20 Lakhs in FY 2023–24. Earnings per share (EPS) was ₹8.46, as compared to ₹9.30 in the previous year, indicating steady revenue growth but a marginal dip in profitability due to increased employee and finance costs.

BUSINESS OUTLOOK

The Company is poised for sustained growth, powered by innovation, operational excellence, and strategic investments. Even amidst cost pressures and market

uncertainties, the Company remains focused on leveraging advanced technologies, deepening client relationships, and fostering strategic partnerships to unlock new opportunities and create enduring value for all stakeholders.

BORROWINGS

As on March 31, 2025, an amount of Rs.4658.03 Lakhs was outstanding towards borrowings, which comprises of both secured and unsecured loans.

DIVIDEND

The Company is in the growth phase and expanding business activities. Thus, to fund the expansion projects, acquisition and to augment working capital requirements, the Board of directors do not recommend any dividend for the financial year ended March 31, 2025.

To bring transparency in the matter of declaration of dividend and protect the interests of investors, the company had adopted a Dividend Distribution Policy since listing of its shares. The policy has been displayed on the Company's website at link https://www.rox.co.in/Investor-corner/Policies/div-dis-policy/index.html.

There is no amount lying with the Company as unpaid/unclaimed dividend which is to be transferred to Investors Education and Protection Fund ("IEPF") of the Central Government pursuant to Section 124(5) of the Act.

TRANSFER TO RESERVES

There are no amounts proposed to be transferred to reserves during the year under review.

SHARE CAPITAL

During the year under review, your Company did not issue any shares. The paid-up equity share capital as on March 31, 2025, was Rs. 22,83,63,500/- consisting of 2,28,36,350 equity shares of Rs. 10/- each.

Issue of shares, including disclosure about ESOP and Sweat Equity Share:

a) **BUY BACK OF SECURITIES:** The Company has not bought back any of its securities during the year under review.

b) **SWEAT EQUITY:** The Company has not issued any Sweat Equity Shares during the year under review.

c) **BONUS SHARES:** The Company has not issued any Sweat Equity Shares during the year under review.

d) **EMPLOYEES STOCK OPTION PLAN:** During the year under review, the Company issued Grant Letters to eligible employees under the ROX Employee Stock Option Plan (ROX 2024), which was established on March 28, 2024. Under this plan, a total of 563,200 options has been granted, covering approximately 506,668 shares to eligible employees to date.

No option was exercised during the year under review.

e) **ISSUE OF EQUITY SHARES WITH DIFFERENTIAL RIGHTS AS TO DIVIDEND, VOTING OR OTHERWISE:** The Company has not issued any equity shares with differential rights as to dividend, voting or otherwise.

f) **ISSUE OF SHARES (INCLUDING SWEAT EQUITY SHARES) TO EMPLOYEES OF THE COMPANY UNDER ANY SCHEME:** The Company has not issued any shares (including sweat equity shares) to employees of the Company under any scheme.

CREDIT RATING

On the backdrop of strong financial performance, the credit ratings of the Company also continued to improved. Rating agencies have taken note of the sustained revenue growth, improvement in consolidated business and financial risk profiles, strong Free Cash Flow ('FCF') generation.

PARTICULARS OF HOLDING, SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE

As part of our long-term growth strategy, your company has taken significant steps toward international expansion by establishing a direct operational presence in key global markets. This geographic diversification will enable us to better serve existing clients, tap into new opportunities, and enhance global delivery capabilities.

During the year under review, your company has incorporated 4 (Four) subsidiaries as mentioned below:

- **Singapore:** ROX Hi-Tech Pte. Ltd. was incorporated to serve as our strategic hub in Southeast Asia, catering to the region's rapidly growing demand for IT infrastructure, cloud solutions, and managed services.

- **Mauritius:** ROX Hi-Tech (Mauritius) Ltd. functions as a key entity for managing operations and business development across Africa and for facilitating international investment activities.
- **California, USA:** ROX Hi-Tech Inc. (USA) has been incorporated to strengthen our onshore presence in North America and support enterprise clients through local delivery, sales, and account management.
- **Denmark:** ROX Hi-Tech ApS has been set up to enter the Nordic market, enabling us to provide digital transformation and cybersecurity solutions in a region known for its advanced technology adoption.

These strategic incorporations position us to engage directly with local customers, comply with regional regulations, and enhance our brand presence in high-potential markets.

The statement under Section 129(3) of the Companies Act, 2013 in respect of the subsidiaries in Form AOC-1 is attached as Annexure I. The Consolidated Accounts of your Company duly audited by the Statutory Auditors are presented as part of this Report.

The financial statements together with related information and other reports of the subsidiaries are available on the https://www.rox.co.in/index.html

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The Policy on related party transactions is available at https://www.rox.co.in/index.html.

All the Related Party Transactions entered by your Company with the Related Parties are in the ordinary course of business and are carried out at arm's length pricing.Details of the transaction(s) of your Company with the entity(ies) belonging to the promoter/promoter group which hold(s) more than 10% shareholding in the Company as required under Para A of Schedule V of the Listing Regulations are provided as part of the financial statements.

Related party transactions entered into by the Company during the year were approved by the audit committee and the Board from time to time and are disclosed in the notes to accounts of the financial statements forming part of this Annual Report. The Company has also obtained approval of the shareholders for related party transactions which are material in nature irrespective of the fact that they are on arm's length basis and in the ordinary course of the business. The details of materially significant related party transactions entered into by the Company are disclosed in Form AOC- 2 pursuant to Section 134(3) of the Act and enclosed as Annexure -II to this report.

RISK MANAGEMENT

The Board of Directors of the company identity, evaluate business risks and opportunities. The Directors of the company take pro-active steps to minimize adverse impact on the business objectives and enhance the Company's competitive advantage. Presently no material risk has been identified by the directors except for general business risks, for which the Company is leveraging on their expertise and experience. The company implemented a risk management policy effective July 25, 2023.

Your Company while designing its strategy in drawing up of its long-term business plan, makes provision to accommodate broader/ higher level of risk than it expects/envisages so that Company is prepared to sustain in the eventuality of unforeseen level of risk.

Significant risks areas which have been identified and are constantly monitored are:

(a) **Investment Risks -** Failure to provide expected returns for defined objectives and risk such as underperforming to the stated objectives and/or benchmarks;

(b) **Legal and Regulatory Risks -** Legal/ commercial rights and obligations are not clearly defined or misunderstood; Commercial interests not adequately protected by legal agreements;

(c) **Compliance Risks -** Non-conformance with or inability to comply with rules, regulations, prescribed practices, internal policies and procedures or ethical standards; Compliance of Acquired companies and any prior period issues;

(d) **Sustainability Risk -** Actions causing environmental damage; Compromising human rights or labor rights; Threatening occupational health and safety;

(f) **Cyber security risk -** Loss of Company's or customer artifacts, digital assets (code, database etc.,) or IP; Sharing of personally identifiable information without requisite approvals; and Ransomware attacks.

INTERNAL CONTROL SYSTEM

Your Company has deployed adequate Internal Control Systems in place to ensure the smooth functioning of its business. The processes and the systems are reviewed constantly and changed to address the changing regulatory and business environment. The Control Systems provide a reasonable assurance of recording the transactions of its operations in all material aspects and of providing protection against misuse or loss of the Company's assets. The ERP system which the Company implemented has helped in further strengthening the internal control systems that are in place.

The existing Internal Control Systems and their adequacy are frequently reviewed and improved upon to meet the changing business environment. The Statutory Auditors as well as the Internal Auditors periodically review the Internal Control Systems, Policies and Procedures for their adequacy, effectiveness and continuous operation for addressing risk management and mitigation strategies.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013 ("POSH ACT")

The PoSH Act remains a vital legislation in India, ensuring safe and respectful workplaces by preventing sexual harassment. It serves as a cornerstone in fostering a secure environment where members can work with dignity. At ROX, we are deeply committed to upholding the principles of the Act and promoting a culture of trust, inclusivity, and professionalism. Along with our gender-neutral Anti-Sexual Harassment Policy, we fully comply with the provisions of the PoSH Act. We have ensured that all our acquired entities are also PoSH compliant. To address and resolve complaints effectively, we have an Internal Committee (IC) in place, further supported by a legal expert specializing in workplace harassment laws. Through continuous awareness initiatives and training, we reinforce our zero-tolerance stance and commitment to a safe workplace for all.

The following steps have been implemented to ensure compliance with the statutory requirements of the PoSH Act:

PoSH Committee:

Since the inception of the PoSH Act, ROX has remained fully compliant with its mandate by establishing a dedicated PoSH Internal Committee. The primary responsibility of this committee is to ensure that all complaints of workplace sexual harassment are handled fairly, promptly, and with utmost confidentiality. The committee is led by a Presiding Officer and consists of both male and female members, with at least 50% representation from women. It also includes representatives from each business unit and location, ensuring comprehensive coverage and accessibility for all members. With the integration of new entities, we have prioritized adequate representation from all the acquired organizations as well.

Training: In compliance with the PoSH Act, we have implemented structured training programs to raise awareness about workplace sexual harassment and the Act's provisions. All members, including partners, are required to complete PoSH training through an online module. At ROX, PoSH training is mandatory, covering key modules such as:

- Walk through of the PoSH Act
- What is covered under sexual harassment
- Gender based scenarios under PoSH
- Sexual Harassment during remote working
- How to raise a complaint
- Investigation procedure

Please Note: To reinforce learning, a PoSH Annual Refresher Training is conducted for all ROX Employees. Failure to complete the mandatory training within the stipulated timeframe is recorded as non-compliance in the concerned member's or partner's performance review.

Complaints: We have not received any PoSH complaints during the year under review. Although no complaints were raised under PoSH in FY 25, we ensured that PoSH awareness was created through our various outreach programs.

Disciplinary action: No disciplinary action was taken, as there was no complaint registered during the year under review.

Compliance: As required under PoSH Act, we have filed an Annual Report with the competent authorities. All required documents in compliance with the PoSH Act have been filed. There have been no non-conformities or observations identified by our competent authorities.

Other Action taken to create awareness:

During the year under review, with most members working from office under a structured hybrid model, we reinforced our commitment to PoSH compliance and awareness. Through consistent communication, we shared guidelines, conducted training, and organized PoSH Awareness Month, ensuring a workplace culture that remains safe, inclusive, and free from harassment.

To reinforce compliance, we prominently displayed PoSH posters alongside the statutory boards. Both senior leadership and senior managers have successfully completed their PoSH training, demonstrating their commitment to fostering a safe, respectful, and harassment-free workplace culture. Training has been provided to PoSH Committee members in accordance with the PoSH Act, and we remain committed to further strengthening compliances.

Full Disclosure Statement:

While the PoSH Act primarily safeguards women from workplace sexual harassment, we have proactively expanded the scope of our Sexual Harassment Policy to ensure protection for all members and partners, regardless of gender, contractual status, caste, class, race, ethnicity, or affinity, while remaining aligned with the provisions of the Act.

Our policy also extends to visitors and casual employees, reinforcing our commitment to a safe and inclusive work environment. Additionally, all complaints received by the Internal Committee (if any) are thoroughly reviewed and handled with the utmost confidentiality.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

In compliance with Section 135 of the Companies Act, 2013 read with the Rules made thereunder, the Company has formed Corporate Social Responsibility ("CSR") Committee. The Company has framed a Corporate Social Responsibility (CSR) Policy as required under Section 135 of the Companies Act, 2013 read with Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, to oversee the CSR activities initiated by the Company. The CSR Committee has adopted a CSR Policy in accordance with the provisions of Section 135 of the Companies Act, 2013 and rules made thereunder. The details of the CSR initiatives undertaken by the Company during the FY 202425 in the prescribed format are annexed as Annexure- III.

MANAGERIAL REMUNERATION, EMPLOYEE INFORMATION AND RELATED DISCLOSURES

Employee relations continued to be cordial during the year under review. The Company continued its thrust on Human Resources Development.

The remuneration paid to Directors, Key Managerial Personnel, and Senior Management Personnel during FY 2024-25 was in accordance with the NRC Policy of the Company. Disclosures required under the provisions of Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, relating to the remuneration and other details as required are annexed to this Report as ANNEXURE- IV.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

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

A. CONSERVATION OF ENERGY:

We are committed to sustainability as a key driver of long-term value for our stakeholders and clients. Over the past year, we've reduced our environmental impact by optimizing processes, upgrading to energy-efficient equipment, and adopting smart technologies. Most offices now use LED lighting and cloud-based IT systems, lowering energy use. We've also installed rainwater harvesting wells, and eliminated single-use disposables. As we continue to embed sustainability into our business practices, we remain committed to generating a positive environmental impact while delivering lasting value to our investors.

B. TECHNOLOGY ABSORPTION

(i)	the efforts made towards technology absorption;	The Company actively monitors emerging trends and advancements across key technology domains, including Generative AI, Mobility, Data Platforms, Analytics & AI, Cybersecurity, Cloud Computing, and IoT. A new strategic focus has been initiated on Industry Cloud Platforms to enhance customer value. The Company has also developed solutions in Digital Process Automation using intelligent automation tools. Additionally, it pursues continuous quality improvement through training programs, project monitoring tools, and the deployment of advanced technologies to drive efficiency and productivity.
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution;	
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	
	(a) the details of technology imported;	
	(b) the year of import;	
	(c) whether the technology been fully absorbed;	
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	
(iv)	the expenditure incurred on Research and Development.	The company does not have any research and development facility and has not incurred any expenditure towards research and development.

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO:

During the financial year, the Company strengthened its global market presence through strategic client engagements, digital transformation solutions, and a focus on delivery excellence. A substantial share of revenue was generated from exports to North America, Europe, ,South Asia Region.

To further boost export performance, the Company implemented several initiatives, including:

- Investing in emerging technologies such as Generative AI and cybersecurity to meet evolving global demand
- Participating in international trade fairs and industry forums to enhance brand visibility and client acquisition
- Establishing strategic alliances and local partnerships

(in lakhs)

Particulars	2024-25	2023-24
1) Earnings in foreign currency	3.91	7.62
2) Expenditure in foreign currency	9.29	327.53

ANNUAL RETURN

Pursuant to the provisions of Section 92(3) and Section 134(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Annual Return of the Company (Financial year 2024-2025) as on 31st March, 2025 is available on the Company's website and can be accessed at https://www.rox.co.in.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

As on March 31, 2025, the Board of Directors of your Company comprised of seven (07) Directors, viz., Three (03) Executive Directors including one (1) women Executive Directors, Three (03) Independent Directors and One (01) Non – Executive Non – Independent Director. As per the Articles of Association of the Company, one third of the Directors (other than Independent Directors) are liable to retire by rotation at the Annual General Meeting ("AGM") of the Company, every year. Mr. J. Kenny Robert (DIN: 10217214) retires by rotation at the ensuing 23rd AGM and being eligible, offers himself for re-appointment.

INDEPENDENT DIRECTORS

In terms of Section 149 of the Act and the SEBI Listing Regulations, Mr. Alagar Rajagopalan, Mr. Ethirajulu Bandaru and Mr. C D Balaji are the Independent Directors of the Company as on the date of this Report. All Independent Directors of the Company have given declarations under Section 149(7) of the Act, that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence. The Independent Directors of the Company have undertaken requisite steps towards the inclusion of their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs, in terms of Section 150 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

KEY MANAGERIAL PERSONNEL

In terms of Section 203 of the Act, the Key Managerial Personnel ('KMPs') of the Company during FY25 are:

- Mrs. Sukanya Rakesh, Chief Financial Officer
- Mrs. Thenmozhi, Company Secretary and Compliance Officer

During the year under review, there were no change in the KMPs of the Company.

CORPORATE GOVERNANCE

The Equity Shares of the Company are listed on the SME platform (NSE-emerge) of National Stock Exchange of India Limited. Pursuant to Regulation 15(2) SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 the compliance with the Corporate Governance provision as specified in Regulation 17 to 27 and clause (b) to (i) and (t) of sub regulations (2) of regulation 46 and para C, D and E of Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 shall not apply. The Company voluntarily adopted various practices of governance conforming to the highest ethical and responsible standards of business and is committed to focus on long term value creation for its shareholders.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), is presented in a separate section, forming part of the Annual Report.

NUMBER OF BOARD MEETINGS AND ATTENDANCE OF DIRECTORS

During the Financial Year 2024-25, the Company held 4 (Four) board meetings of the Board of Directors as per Section 173 of Companies Act, 2013, viz May 30, 2024, August 12, 2024, November 13, 2024, and February 5, 2025. The provisions of Companies Act, 2013 were adhered to while considering the time gap between two meetings. Necessary quorum was present at all the meetings.

The composition of the board and the details of meetings attended by its members are given below:

Sl. No.	Director	Designation	No. of meetings entitled	No. of meetings attended
1.	Mr. Jim Rakesh	Chairman & Managing Director	4	4
2.	Mrs. Sukanya Rakesh	Whole-time Director & CFO	4	4
3.	Mr. Murugan Munusamy Senthilkumar	Whole-time Director	4	4
4.	Mr. Alagar Rajagopalan	Independent Director	4	4
5.	Mr. C.D. Balaji	Independent Director	4	4
6.	Mr. Ethirajulu Bandaru	Independent Director	4	4
7.	Mr. J. Kenny Robert	Non-Executive Non- Independent Director	4	4

A detailed agenda, along with explanatory notes and all other relevant information, are circulated to the members of the Board in advance of each meeting. Comprehensive presentations covering all major functions and activities are made to the Board. The necessary strategic and material information is provided to the Board to ensure transparent decision-making.

The Non-Executive Directors, including Independent Directors, are entitled to sitting fees for attending meetings of the Board and its committees. The Company pays a sitting fee of Rs. 20,000 per meeting of the board and its committees to its Non-Executive Independent Directors and Non-Executive Directors who are not part of the promoter/promoter group for attending these meetings.

The remuneration of Executive Directors consists of salary and other benefits. The Nomination and Remuneration Committee conducts an annual appraisal of the Executive Directors' performance based on a thorough performance evaluation. It then recommends the compensation payable to them, within the parameters approved by the shareholders, for the Board's approval.

COMMITTEES OF THE BOARD

As on March 31, 2025, the company has four Board level committees:

A) Audit Committee

B) Nomination and Remuneration Committee

C) Stakeholders Relationship Committee

D) Corporate Social Responsibility Committee

The composition of various Committees of the Board of Directors is available on the website of the Company. The Board is responsible for constituting, assigning, co-opting and fixing the terms of reference of various committees. Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance are provided below.

A. AUDIT COMMITTEE

The Audit Committee of the Company consists of 3 Independent Directors and 1 Executive Director. The Chairman of the Audit Committee is financially literate and majority of them having accounting or related financial management experience. Company Secretary acts as Secretary to the Committee.

During the Financial Year 2024 -25, The Audit Committee held four (4) meetings on May 30, 2024, August 12, 2024, November 13, 2024 and February 5, 2025.

The composition of the Committee as on March 31, 2025 and the details of meetings attended by its members during the financial year 2024-2025 are given below:

Sl. No	Director	Designation	No. of Meeting Entitled	No. of Meeting attended
1.	Alagar Rajagopalan (DIN: 00231112)	Chairman	4	4
2.	Ethirajulu Bandaru (DIN: 10006643)	Member	4	4
3.	C. D. Balaji (DIN: 07800285)	Member	4	4
4.	Jim Rakesh (DIN: 01722482)	Member	4	4

All recommendations of Audit Committee during the year under review were accepted by the Board of Directors. The role and terms of reference of the Committee are in consonance with the requirements mandated under Section 177 of the Companies Act, 2013 and Listing Regulations and is available on the website of the Company at https://www.rox.co.in.

B. NOMINATION AND REMUNERATION COMMITTEE

In pursuant to the provisions of section 178 (4) of the Companies Act, 2013, the Nomination and Remuneration Policy recommended by the Nomination and Remuneration committee is duly approved by the Board of Directors of the Company. Policy is disclosed on the website of the Company viz. https://www.rox.co.in.

During the Financial Year 2024-25, the Nomination and Remuneration Committee held 01 (One) meeting on December 24, 2024.

The composition of the Committee and the details of meetings attended by its members are given below:

Sl. No	Director	Designation	No. of Meeting Entitled	No. of Meeting attended
1.	C. D. Balaji (DIN: 07800285)	Chairman	1	1
2.	Ethirajulu Bandaru (DIN: 10006643)	Member	1	1
3.	Alagar Rajagopalan (DIN: 00231112)	Member	1	1
4.	Jim Rakesh (DIN: 01722482)	Member	1	1

The role and terms of reference of the Committee are in consonance with the requirements mandated under Section 178 of the Companies Act, 2013 and Listing Regulations and is available on the website of the Company at https://www.rox.co.in.

C. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The following Committee of Directors looks after the Investor Grievances. During the Financial Year 2024-25, the Company held 01 (One) Stakeholders' Relationship Committee meeting on February 5, 2025.

The composition of the Committee and the details of meetings attended by its members are given below:

Sl. No	Director	Designation	No. of Meeting Entitled	No. of Meeting attended
1.	Alagar Rajagopalan (DIN: 00231112)	Chairman	1	1
2.	Ethirajulu Bandaru (DIN: 10006643)	Member	1	1
3.	C. D. Balaji (DIN: 07800285)	Member	1	1
4.	Jim Rakesh (DIN: 01722482)	Member	1	1

The role and terms of reference of the Committee are in consonance with the requirements mandated under Section 178 of the Companies Act, 2013 and Listing Regulations and is available on the website of the Company at https://www.rox.co.in.

D. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility Committee has been formed by the Board of Directors, in terms of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and Rule 9 of the Companies (Accounts) Rules 2014.

During the Financial Year 2024-25, the Corporate Social Responsibility Committee meeting held 02 (Two) viz May 30, 2024 and February 5, 2025.

The composition of the Committee and the details of meeting attended by its members are given below:

Sl. No	Director	Designation	No. of Meeting Entitled	No. of Meeting attended
1.	Ethirajulu Bandaru (DIN: 10006643)	Chairman	2	2
2.	Alagar Rajagopalan (DIN: 00231112)	Member	2	2
3.	C. D. Balaji (DIN: 07800285)	Member	2	2
4.	Jim Rakesh (DIN: 01722482)	Member	2	2

PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS INCLUDING INDEPENDENT DIRECTORS

Pursuant to applicable provisions of the Act and the Listing Regulations, the Board, in consultation with its Nomination and Remuneration Committee, has formulated a framework containing, inter-alia, the criteria for performance evaluation of the entire Board of the Company, its Committees and individual directors, including Independent Directors. The framework is monitored, reviewed and updated by the Board, in consultation with the Nomination and Remuneration Committee, based on need and new compliance requirements.

FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS:

The Company has in place a familiarization program for its Independent Directors. The objective of the program is to familiarize Independent Directors on our Board with the business of the Company, industry in which the Company operates, business model, challenges etc. through various programs which includes interaction with subject matter experts within the Company, meetings with our business leads and functional heads on a regular basis.

The familiarization program and other disclosures as specified under the Listing Regulations is available on the Company's website.

DECLARATION BY INDEPENDENT DIRECTORS

The Independent Directors have confirmed that they meet the criteria of independence laid down under Section 149(6) read with Schedule IV of the Act and Regulation 16(1)(b) of the Listing Regulations and that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. The board of directors have taken on record the declaration and confirmation submitted by the independent directors after undertaking due assessment of the veracity of the same and is of the opinion that they fulfil the conditions specified in the Act and the Listing Regulations and that they are independent of the management.

TERMS AND CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

The terms and conditions of appointment of Independent Directors have been disclosed on the website of the Company https://www.rox.co.in.

SEPARATE MEETING OF INDEPENDENT DIRECTORS

Independent Directors of the Company met separately on February 5, 2025 without the presence of Non-Independent Directors and members of Management. In accordance with the provisions under Section 149 and Schedule-IV of the Act, following matters were, inter alia, reviewed and discussed in the meeting:

(i). Performance of Non-Independent Directors and the Board of Directors as a whole;

(ii). Performance of the Chairman of the Company taking into consideration the views of Executive and Non-Executive Directors;

(iii). Assessment of the quality, quantity and timeliness of f low of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors were present at the meeting.

CODE FOR PREVENTION OF INSIDER-TRADING

Post listing of equity shares of the company, in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has in place the following:

I. Code of Conduct for Prevention of Insider Trading and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI).

II. Policy for determination of "legitimate purposes" forms part of this Code.

III. Policy and procedures for inquiry in case of leak of UPSI/ suspected leak of UPSI.

All compliances relating to Code of Conduct for Prevention of Insider Trading which includes maintenance of structural digital data base (SDD) are being managed through a software installed by the Company in-house including maintenance structural digital data base (SDD). This code lays down guidelines advising the designated employees and other connected persons, on procedures to be followed and disclosures to be made by them while dealing with the shares of the company, and while handling any unpublished price sensitive information. CODE OF CONDUCT Commitment to ethical professional conduct is a must for every employee including Board members and senior management personnel of the company. The duties of Directors including duties as an Independent Director as laid down in the Act also forms part of the Code of Conduct. The Code of Conduct is available on the website of the Company https://www.rox.co.in. All Board members and senior management personnel affirm compliance with the Code of Conduct annually.

CODE OF CONDUCT

Commitment to ethical professional conduct is a must for every employee including Board members and senior management personnel of the company. The duties of Directors including duties as an Independent Director as laid down in the Act also forms part of the Code of Conduct. The Code of Conduct is available on the website of the Company https://www.rox.co.in. All Board members and senior management personnel affirm compliance with the Code of Conduct annually.

VIGIL MECHANISM AND WHISTLE-BLOWER POLICY

The Company has established a vigil mechanism and accordingly framed a Whistle Blower Policy in accordance with the provisions of Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rule 7 of the Companies (Meeting of the Board and its Power) Rules 2014. The policy enables directors, employees and business associates to report unethical behaviour, malpractices, wrongful conduct, fraud, violation of Company's code of conduct, leak or suspected leak of unpublished price sensitive information without fear of reprisal for appropriate action. Under the vigil mechanism, all directors, employees, business associates have direct access to the Chairman of the Audit committee. The whistle blower policy can be accessed at https://www.rox.co.in/Investor-corner/Policies/whis-blo-policy/index.html

AUDIT

STATUTORY AUDIT:

The current Statutory Auditors of the Company are M/s. Krishaan & Co (ICAI registration number 001453S) who have been appointed at the postal ballot held on March 18, 2025 to hold office till the conclusion of the 23rd AGM.

The Auditors' Report does not contain any qualification, reservation, or adverse remark on the financial statements for the financial year ended March 31, 2025. The Notes on financial statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Company has appointed Mrs. Sanka Indrani, (CP No. 21983) Practising Company Secretaries to undertake the Secretarial Audit of the Company. The Secretarial Audit Report issued by them for the financial year ended March 31, 2025, is attached as Annexure VI to this Report. The Secretarial Audit Report does not contain any qualifications, reservations, or adverse remarks.

During the year under review, the Statutory Auditors and Secretarial Auditors have not reported any instances of frauds committed in the Company by its officers or employees, to the Audit Committee under Section 143(12) of the Companies Act, 2013, details of which needs to be mentioned in his Report.

COST AUDIT

The provisions of Companies (Cost Records and Audit) Rules, 2014 are not applicable to your Company.

DEPOSITS

Your Company has not accepted any deposits during the year under review and as such, no amount of principal or interest was outstanding on the date of the Balance Sheet.

PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED UNDER SECTION 186 OF THE ACT

The Company has not given any Loans, and Guarantees during the Financial Year under Section 186 of the Act.

The company has made investment in its subsidiary i.e. ROX Hi-Tech PTE. Limited in Singapore.

SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

During the year under review, your directors confirm that there was no significant material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of your Company and its future operations.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134(3)(c) of the Companies Act, 2013, with respect to Directors' Responsibility Statement it is hereby confirmed that:

a) in the preparation of the annual accounts for the year ended March 31, 2025, the applicable accounting standards read with requirements set out under Schedule III to the Act have been followed and there are no material departures from the same;

b) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2025 and of the profit of the Company for the year ended on that date;

c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) the Directors have prepared the annual accounts on a going concern basis;

e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

SECRETARIAL STANDARDS

The Company is in compliance with the applicable Secretarial Standards i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively issued by the Institute of Company Secretaries of India ('ICSI') and approved by the Central Government under Section 118 (10) of the Act for the Financial Year ended 2024-25.

PENALTIES

There were no penalties, strictures imposed on the company by stock exchange(s) or SEBI or any statutory authority, on any matter related to capital markets, during the year.

SCORES

SEBI processes investor complaints in a centralized web-based complaints redressal system i.e. SCORES. Through this system a shareholder can lodge complaint against a company for his grievance. The company uploads the action taken on the complaint which can be viewed by the shareholder. The company and shareholder can seek and provide clarifications online through SEBI.

ONLINE DISPUTE RESOLUTION (ODR) PORTAL

As per the SEBI circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated 31st July, 2023, on "Online Resolution of Disputes in the Indian Securities Market" a common Online Dispute Resolution Portal ("ODR Portal") which harnesses online conciliation and online arbitration for resolution of disputes arising in the Indian Securities Market. SMART ODR Portal (Securities Market Approach for Resolution through ODR Portal) can be accessed via the following link – https://smartodr.in/login

RECONCILIATION OF SHARE CAPITAL AUDIT

Pursuant to Regulation 76 of Securities and Exchange Board of India (Depositories Participants) Regulations, 2018 a Company Secretary in Practice carries out audit of Reconciliation of Share Capital on quarterly basis to reconcile the total admitted equity share capital with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. The audit report confirms that the total issued/paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL. The said report, duly signed by practicing company secretary is submitted to stock exchanges where the securities of the company are listed within 30 days of the end of each quarter and this Report is also placed before the Board of Directors of the company.

INVESTOR GRIEVANCE REDRESSAL

During the period since listing of shares of the company to the date of this report, there were no complaints received from the investors. The designated email id for Investor complaint is cs@rox.co.in.

UTILIZATION OF FUNDS RAISED THROUGH PUBLIC ISSUE

The Company had raised funds through Initial Public Offer (IPO) during November 2023 where the equity shares are listed on EMERGE Platform of National Stock Exchange of India Ltd. The proceeds of aforesaid issue being utilized, for the purpose for which it was raised by the Company in accordance with the terms of the issue.

There was no deviation(s) or variation(s) in the utilization of public issue proceeds from the objects as stated in the prospectus dated November 13, 2023.

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

During the year, there were no instances where your Company required the valuation for one time settlement or while taking the loan from the Banks or Financial institutions.

DISCLOSURE UNDER MATERNITY BENEFITS ACT, 1961

Your Company complies with the provisions of the Maternity Benefits Act, 1961, ensuring eligible women members receive their statutory entitlements, including up to 182 days of fully paid maternity leave and additional provisions in cases of medical complications or pregnancy loss. These benefits reflect our commitment to creating a compliant, inclusive, and supportive workplace that prioritizes the health and well-being of expecting and new mothers.

MATERIAL CHANGES FROM THE DATE OF CLOSURE OF THE FINANCIAL YEAR IN THE NATURE IF BUSINESS AND THEIR EFFECT ON THE FINANCIAL POSITION OF THE COMPANY:

There has been no change in the nature of business of the Company in the Financial Year under review.

(1) The details of Directors who were appointed or have resigned during the year;

During the period under review, there is no appointment or resignation of directors of the company.

(2) The details or significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

The Company has not received any significant or material orders passed by any regulatory authority, court or tribunal which shall impact the going concern status and Company's operations in future.

INSOLVENCY AND BANKRUPTCY CODE

During the year, there was no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016, hence the requirement to disclose the details of application made or proceeding pending at the end of financial year is not applicable.

DISCLOSURE REQUIREMENTS

As per SEBI Listing Regulations, the Corporate Governance Report with the Auditors' Certificate thereon, and the Management Discussion and Analysis are attached as a separate section, which forms part of the Annual Report. In accordance with Regulation of the SEBI Listing Regulations, covering disclosures on the Company's performance on corporate parameters and corporate social responsibility for FY 2024-25 in the prescribed format, is part of this Annual Report. As per Regulation 43A of the SEBI Listing Regulations, the Dividend Distribution Policy is disclosed in the Corporate Governance Report and is uploaded on the Company's website at https://www.rox.co.in.

REGISTRAR AND TRANSFER AGENT (RTA)

During the year as part of listing of its shares on the Stock Exchange, the Company appointed Purva Share Registry (India) Private Limited as its RTA. Details of the RTA are given below.

Purva Share Registry (India) Private Limited
CIN: U67120MH1993PTC074079
No 9, Shiv Shakti Industrial Estate,
Mumbai - 400011, Maharashtra, India
Tel: +91 022 2301 8261 , Fax No: +91 022 2301 2517
E-mail: support@purvashare.com,
Website: www.purvashare.com

COMPLIANCE OFFICER DETAILS AND ADDRESS FOR CORRESPONDENCE

Ms. Thenmozhi

Company Secretary & Compliance Officer
Registered Office: Old No. 101B, New No. 160, 1st & 3rd Floor, Mahalingapuram High Road, Nungambakkam, Chennai 600034.
Contact No. +91 44 2817 3449
Email: cs@rox.co.in

ACKNOWLEDGEMENTS

Your Directors have pleasure in recording their appreciation for all the guidance and co-operation received from all its customers, Members, investors, vendors, partners, bankers, government authorities and other stakeholders for their consistent support to your Company in its operations. The Board of Directors wish to place on record its deep sense of appreciation for the committed services by all the employees of the Company.

For and on behalf of the Board of Directors of
ROX Hi-Tech Limited

Sd/-
Sukanya Rakesh
Whole-Time Director
DIN: 01722486

Sd/-
Jim Rakesh
Chairman and Managing Director
DIN: 01722482

ROX HI-TECH LIMITED
CIN: L51506TN2002PLC048598
Old No. 101B, New No. 160,
1st & 3rd Floor, Mahalingapuram High Road
Nungambakkam, Chennai 600034.
investor@rox.co.in
www.rox.co.in

Date: May 28, 2025
Place: Chennai

ANNEXURE I

Form No. AOC-1

(Pursuant to first proviso to sub section 3 of Section 129 read with Rule 5 of the Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries for year ended March 31, 2025

Sr. No.	Name of Subsidiary Company	Country	Reporting currency	Capital	Reserves	Total Assets	Total Liabilities	Turnover	Profit / (loss) before taxation	Provision for taxation	Profit / (loss) after taxation	% shareholding
1	ROX Hi-Tech PTE. Limited	Singapore	USD	1000	(22.09)	1000	1000	568469	23550	-	23550	51%
2	ROX Hi-Tech Aps	Denmark	EURO	5400	(5440)	7432	7432	-	(5440)	-	(5440)	16%
3	ROX Hi-Tech Mauritius	Mauritius	MUR	4525	13,09,068	2,03,94,741	2,03,94,741	17730623	13,09,068		13,09,068	51%
4	ROX Hi-Tech LLC	California	USD	100	14,478	2,55,874	2,55,874	2,55,874	14,478	-	14,478	51%

1. Name of the Subsidiaries which are yet to commence operations: ROX Hi-Tech Aps
2. Name of the subsidiaries which have been liquidated or sold during the year NIL

Part B

Statement pursuant to Section 129(3) of the Companies Act, 2013 relate to Associate Companies and Joint Ventures

Name of the Associate: NIL

Name of the Associate which are yet to commence operations: NIL

Name of the Associates which have been liquidated or sold during the year: NIL

For and on behalf of the Board of Directors of
ROX Hi-Tech Limited

Sd/-
Sukanya Rakesh
Whole-Time Director
DIN: 01722486

Sd/-
Jim Rakesh
Chairman and Managing Director
DIN: 01722482

Date: May 28, 2025
Place: Chennai

ANNEXURE II

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in subsection (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis: NIL

Sl. No.	Particulars	Remarks
1.	Name(s) of the related party and nature of relationship	NIL
2.	Nature of contracts/arrangements/transactions	
3.	Duration of the contracts / arrangements/transactions	
4.	Salient terms of the contracts or arrangements or transactions including the value, if any	
5.	Justification for entering into such contracts or arrangements or transactions	
6.	Date(s) of approval by the Board	
7.	Amount paid as advances, if any	
8.	Date on which the special resolution was passed in general meeting as required under first proviso to Section 188	

2. Details of material contracts or arrangements or transactions at arm's length basis:

Name of related party and nature of relationship	Nature of Transactions	Salient terms of the contract's/arrangements/ transactions	Date of approval by the board	Amount paid as advance
ROX Technology and Solutions Private Limited. (Mr. Jim Rakesh has significant control in this entity)	Purchase / Sales	Prevailing market rate. (Actual Purchase of Rs. 120.72 lakhs and Sale of Rs. 20.18 Lakhs)	May 30, 2024 the arrangement was entered into in the ordinary course of business and on arm's length	NIL
Nisiteq Solutions (Mrs. Sukanya Rakesh has significant control in this entity)	Purchase / Sales	Prevailing market rate. (Actual Purchase of Rs. 333.89 lakhs and Sale of Rs.82.29 Lakhs)		NIL
ROX Hi-Tech PTE Limited – Subsidiary Company	Purchase / Sales	Prevailing market rate.		NIL
ROX Hi-Tech LLC – Subsidiary Company	Purchase / Sales	Prevailing market rate.		NIL
ROX Hi-Tech Aps – Subsidiary Company	Purchase / Sales	Prevailing market rate.		NIL
ROX Hi-Tech Maturities – Subsidiary Company	Purchase / Sales	Prevailing market rate.		NIL

For and on behalf of the Board of Directors of
ROX Hi-Tech Limited

Sd/-
Sukanya Rakesh
Whole-Time Director
DIN: 01722486

Sd/-
Jim Rakesh
Chairman and Managing Director
DIN: 01722482

Date: May 28, 2025
Place: Chennai

ANNEXURE III

REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. **A brief outline of the Company's CSR policy:**

   The Company's focus areas are education, health, Support for indigenous intergenerational sports, water and sanitation, women empowerment, support of rehabilitation centers and disaster management. The Company's has incorporated CSR Policy making it more comprehensive and in alignment with the broad framework of Schedule VII of the Companies Act, 2013. The Company is committed to Corporate Social Responsibility and strongly believes that the business objectives of the Company must be in congruence with the legitimate development needs of the society in which it operates.

2. **Composition of CSR Committee**

Sl. No	Director	Designation	No. of Meeting Entitled	No. of Meeting attended
1.	Ethirajulu Bandaru (DIN: 10006643)	Chairman	1	1
2.	Alagar Rajagopalan (DIN: 00231112)	Member	1	1
3.	C. D. Balaji (DIN: 07800285)	Member	1	1
4.	Jim Rakesh (DIN: 01722482)	Member	1	1

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company. - https://www.rox.co.in/Investor-corner/index.html

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report). Not Applicable.

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

S. No.	Financial Year	Amount available for set-off from preceding financial years in Rs.	Amount required to be set-off for the financial year, if any in Rs.
1.	2021-22	NA	NA
2.	2022-23	NA	NA
3.	2023-24	NA	NA

6. Average net profit of the company as per section 135(5): Rs. 16,61,39,548.

7. (a) Two percent of average net profit of the Company as per section 135 (5): Rs. 33,22,791

   (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil.

   (c) Amount required to be set off for the financial year, if any: Nil

   (d) Total CSR obligation for the financial year (7a+7b-7c): Rs. 33,22,791.

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year: Rs. 33,22,791

Amount unspent: NIL

(b) Details of CSR amount spent against ongoing projects for the financial year: Nil

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	activities in schedule VII to the Act Local area (Yes/ No)	Location of the project.		Amount spent for the project (in Rs.)	Mode of implementation - Direct (Yes/ No)	Mode of implementation - Through implementing agency	
				State	District			Name	CSR Reg number
1.	Promoting health care including preventive health care - Donated an Ambulance	I	Yes	Tamil Nadu	Chennai	10,84,809	No	All the Children	CSR000 17020
2.	Promoting Education. - Renovation of School.	II	Yes	Tamil Nadu	Tiruvallur	12,16,692	No	Namma School Foundation	CSR000 40045
3.	Promoting Education. – Vocational Skill Training centre	II	Yes	Tamil Nadu	Chennai	5,30,000	No	Social Action for Value Education Trust	CSR000 37919
4.	Vocational skill – Empowerment to Transgenders	II	Yes	Tamil Nadu	Kovilpatti	3,50,000	No	Oscar Charitable Trust	CSR000 56087
	TOTAL					**31,81,501**			

(d) Amount spent in Administrative Overheads: Rs. 1,41,290/-

(e) Amount spent on Impact Assessment, if applicable: Nil

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): Rs. 33,22,791/-

(g) Excess amount for set off, if any

Sl. No.	Particulars	Amount (in Rs.)
(i).	Two percent of average net profit of the company as per section 135(5)	33,22,791
(ii).	Total amount spent for the Financial Year	33,22,791
(iii).	Excess amount spent for the financial year	NIL
(iv).	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	147
(v).	Amount available for set off in succeeding financial years [(iii)-(iv)]	147

9. (a) Details of Unspent CSR amount for the preceding three financial years: Nil

   (b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Nil

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: Nil

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): NA

Place: Chennai
Date: May 28, 2025

For ROX HI-TECH LIMITED

Sd/-
JIM RAKESH
Chairman & Managing Director
DIN:01722482

For ROX HI-TECH LIMITED

Sd/-
Ethirajulu Bandaru
Chairman – CSR Committee
Independent Director
DIN: 10006643

ANNEXURE IV

MANAGERIAL REMUNERATION, EMPLOYEE INFORMATION AND RELATED DISCLOSURES

[Pursuant to Section 197(12) of the Companies Act, 2013 and Rule 5(1), Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the year ended March 31, 2025

i. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 20243-25:

Amount in lakhs

Sr. No.	Name of Directors / Key Managerial Personnel	Designation	Remuneration	Ratio of remuneration to Median remuneration	% increase in the remuneration
Directors					
1.	Mr. Jim Rakesh	Chairman & Managing Director	54.00	21.6	NA
2.	Mrs. Sukanya Rakesh	Whole Time Director & Chief Financial Officer	42.00	16.8	NA
3.	Mr. Murugan Munusamy Senthilkumar	Whole Time Director	15.00	4.8	NA
Key Managerial Personnel					
4.	Mrs. Thenmozhi	Company Secretary	8.40	3.13	10.2

Note: 1 Non-Executive Directors are paid remuneration only by way of sitting fees. The remuneration package of the above Directors was approved by the Board of Directors and which were also approved by the Members of the Company at the General Meeting. For the Computation of median remuneration of the employees of the Company Gross Salary paid to each employee who has in the employment of the company for the whole financial year is taken into consideration.

Note 2: Remuneration of the executive directors consists of a salary and other benefits.

ii. The percentage increase in the median remuneration of employees in the financial year 2024-25: 16.75%

iii. The number of permanent employees on the rolls of company as on March 31st, 2025: 58

iv. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

There has been 12.34% increase in the salaries of the employees other than the managerial personnel as compared to last year.

v. The key parameters for any variable component of remuneration availed by the directors;

Not Applicable.

vi. The Company affirms that the remuneration is as per the remuneration policy for Directors, Key Managerial Personnel and other employees, adopted by the company.

a. Employees employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and two lakh rupees:

There were no employees employed for the financial year, was in receipt of remuneration at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month.

b. Employees employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month:

   There were no employees employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month.

c. Employees employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company:

   There was no employee employed throughout the financial year or part thereof, who was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.

d. Employees posted and working in a country outside India, not being directors or their relatives, drawing more than sixty lakh rupees per financial year or five lakh rupees per month:

   There are no employees who are posted outside India.

e. The information required pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company form part of this report. However, in terms of Section 136 of the Companies Act, 2023, this report is being sent to all the members of the Company excluding the aforesaid information. Any member, who is interested in obtaining these particulars about employees, may write to the Company cs@rox.co.in. The said particulars are available for inspection by the Members at the Registered Office of the Company.

Place: Chennai
Date: May 28, 2025

For and on behalf of the Board of Directors of
ROX HI-TECH LIMITED

Sd/-
JIM RAKESH
Chairman & Managing Director
DIN:01722482

ANNEXURE V

DECLARATION BY THE CHAIRMAN & MANAGING DIRECTOR ON CODE OF CONDUCT AS REQUIRED BY SCHEDULE V TO SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

I, Jim Rakesh, Chairman & Managing Director of the Company hereby declare that all the Members of Board of Directors and Senior Management Personnel have affirmed compliance with Code of Conduct, as applicable to them, in respect of the Financial Year ended March 31, 2025.

Place: Chennai
Date: May 28, 2025

For and on behalf of the Board of Directors of
ROX HI-TECH LIMITED

Sd/-
JIM RAKESH
Chairman & Managing Director
DIN:01722482

ANNEXURE VI

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
ROX Hi -Tech Limited
Old No.101B, New No.160, 1st & 3rd Floor,
Mahalingapuram Main Road,
Nungambakkam, Chennai – 600034.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. ROX Hi-Tech Limited (CIN: L51506TN2002PLC048598) (hereinafter called "the Company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended March 31, 2025, appears to have complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025 according to the provisions of:

a. Companies Act, 2013 (the Act) and the rules made thereunder;

b. Depositories Act, 1996 and the Regulations and Byelaws framed thereunder

c. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and External Commercial Borrowings

d. Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

e. The following regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'), and Reserve Bank of India (RBI) as amended from time to time to the extent applicable:

a) Securities and Exchange Board of India (Registrars to an Issue and Transfer Agents) Regulations, 1993;

b) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,2015;

e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

f) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2018.

g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations 2021;

h) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;

i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.

j) Securities and Exchange Board of India (Depositories and Participants) Regulations 2018;

k) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

As informed to us, the following other laws are specifically applicable to the Company:

1. The Information Technology Act, 2000.
2. Bureau of Indian Standards Act, 2016
3. National Policy on Electronics, 2019
4. Legal Metrology Act, 2009
5. Consumer Protection Act, 2019
6. Micro, Small and Medium Enterprise Development Act, 2006

7. Consumer Protection Act, 2019
8. Water (Prevention and Control of Pollution) Act, 1974 as amended ("Water Act")
9. Air (Prevention and Control of Pollution Act, 1981 as amended ("Air Act")

We have also examined compliance with the applicable clauses of the following:

a. Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India

b. The Listing Agreements entered into by the Company with the National Stock Exchange of India Limited as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for listing of its Equity Shares;

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to the extend applicable except as mentioned below:

- There was a delay in filing form CHG-1 and MGT-14 with the Ministry of Corporate Affairs.
- There was a delay in providing prior intimation to the stock exchange regarding one of the investor meetings held during the year under review

In respect of other laws specifically applicable to the Company, we have relied on information/ records produced by the Company during the course of our audit and the reporting is limited to the extent.

We further report that:

The Board of Directors of the Company is constituted in compliance with the provisions of Companies Act, 2013. There was no change in the composition of the Board of Directors that took place during the period under review except in the case of a director retiring by rotation at the annual general meeting held on 23rd day of September 2024 and who was re-appointed and the same was carried out in compliance with the provisions of the Act;

Adequate notice is given to all directors to schedule the Board Meetings, Agenda and detailed notes on agenda were sent in advance and a proper system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting;

As per the minutes of the meetings duly recorded and signed by the Chairman, majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes wherever required.

We further report that based on the information received, records maintained and representation received, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with all applicable laws, rules, regulations and guidelines.

We further report that during the period under review, no events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above have taken place

We further report that, during the audit period the company has not sought the approval of its members for any major events except

1. Approval for material related party transaction(s) with ROX Technology and Solutions Private Limited and Nissiteq Solutions (Sole proprietary firm) at the Annual General Meeting held on 23rd day of September 2024
2. Approval for Appointment of Statutory Auditor to Fill Casual Vacancy through Postal ballot resolution on 18th day of March 2025

Signature:
Name: Sanka Indrani
Practicing company Secretary
Membership No: A26291, CP No: 21983
UDIN: A026291G000458140
PR No: 3517/2023

Place: Chennai
Date: 28/05/2025

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

Annexure A

To,
The Members,
M/s. ROX Hi -Tech Limited
Chennai

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Signature:
Name: Sanka Indrani
Practicing company Secretary
Membership No: A26291, CP No: 21983
UDIN: A026291G000458140
PR No: 3517/2023

Place: Chennai
Date: 28/05/2025

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members
ROX HI-TECH LIMITED
CIN: L51506TN2002PLC048598

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of ROX HI-TECH LIMITED having CIN L51505TN2002PLC048598 and having registered office at Old # 101-B, New # 160, Mahalingapuram Main Road,

Chennai – 600 034, INDIA.3, Tamil Nadu (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2024, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority:

Sr. No.	Name of the Director	DIN	*Date of appointment in company
1.	Jim Rakesh	01722482	24.04.2023
2.	Sukanya Rakesh	01722486	24.04.2023
3.	Murugan Munusamy Senthilkumar	09161887	25.07.2023
4.	Alagar Rajagopalan	00231112	25.07.2023
5.	Ethirajulu Bandaru	10006643	25.07.2023
6.	C. D. Balaji	07800285	25.07.2023
7.	J. Kenny Robert	10217214	25.07.2023

*the date of appointment is as per the MCA Portal.

Ensuring the eligibility of the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Signature:
Name: Sanka Indrani
Practicing company Secretary
Membership No: A26291, CP No: 21983
UDIN: A026291G000458140
PR No: 3517/2023

Place: Chennai
Date: 28/05/2025

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF ROX HI-TECH LIMITED

(Formerly known as ROX Trading and Systems Private Limited)

Report on the standalone Financial Statements

Opinion

We have audited the accompanying Standalone financial statements of **M/s. ROX Hi-Tech Limited ("the Company") (Formerly known as ROX Trading and Systems Private Limited)** which comprises the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss, and statement of cash flows for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies' Act,2013 ("Act"), in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, its profit/ ~~loss~~ and cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matters	How was the matter addressed in our Audit
Trade Payables	
At 31 March 2025, the total trade payable balances included in Note No.9 was Rs.2889.33 Lacs (Previous Year: Rs. 2716.72 Lacs). For the year ended March 31, 2025 letters seeking confirmation of balance/statement of account were sent to vendors. Independent confirmations were received from a few parties and necessary adjustments, if any, were made. Accordingly, it has been determined as a key audit matter.	Our audit procedures in relation to trade payables included: ▪ Obtaining an understanding of and assessing the design, implementation and operating effectiveness of key internal controls over the existence and performance of Procurement activities; ▪ Selecting a sample of items of procurements made during the year ended 31st March 2025 and inspected underlying documentation to assess the Occurrence, Completeness, Authorization, Accuracy, Cut off and classification; ▪ Obtaining confirmations and / or account statements from selected accounts payables and reconciling to the vendor accounts; We assessed and validated the ageing profile of trade payables; Confirmations have been sought from vendors and wherever received, the necessary adjustments required, if any, have been made. In respect of others, balance as per Books of Account has been adopted and no adjustments have been proposed.

INDEPENDENT AUDITORS' REPORT *(cont.)*

Key Audit Matters	How was the matter addressed in our Audit
Trade Receivables:	
At 31 March 2025, the total receivable balances net of provisions included in Note 16 was Rs. 7408.77 Lacs (Previous Year: Rs.5386.47 Lacs). For the year ended March 31, 2025 letters seeking confirmation of balance/statement of account were sent to selected customers. Independent confirmations were received from a few parties and necessary adjustments, if any, were made. Accordingly, it has been determined as a key audit matter.	Our audit procedures in relation to trade receivables included: ▪ We assessed and validated the ageing profile of trade receivables; ▪ We assessed recoverability on a sample basis by reference to cash received subsequent to year-end and issue of credit notes post year-end, as necessary; ▪ Obtaining confirmations and / or account statements from selected customers and reconciling to the general ledger accounts; ▪ We considered the appropriateness of judgements regarding provisions for trade receivables and assessed whether these provisions were calculated in accordance with the Company's provisioning policies and / or whether there was evidence of management bias in provisioning, obtaining supporting evidence as necessary. Confirmations have been sought from customers and wherever received, the necessary adjustments required, if any, have been made. In respect of others, balance as per the books of account has been retained and necessary adjustments were made in these Financial Statements for doubtful cases based on subsequent collections. Hence no further adjustments are warranted. However the management should take necessary steps to ensure 100% compliance with regard to third party direct confirmations. Based upon the above, we satisfied ourselves that management has taken reasonable judgements that were materially supported by the available evidence in respect of the relevant receivable balances and also for doubtful recovery the provision has been provided. We did not encounter any issues through these audit procedures that indicated that provisioning in respect of trade receivables was inappropriate.
Valuation of Inventories	
The Company has Significant Inventory balance of Rs. 5183.91 lacs as of March 31,2025. According to the Significant Accounting Policy, the inventory is valued at the lower of cost or net realizable value. Inventory management, physical verification routines and costing of inventories are underlying key factors in determining the value of inventories.	Our audit procedures related to valuation of inventories included: ▪ Evaluating the appropriateness of the accounting policies applied in relation to Accounting standards. ▪ Testing of controls over inventory management and valuation. ▪ Performing substantive audit procedures in order to test the appropriateness of inventory valuation at the lower of cost or net realisable value as at reporting date by testing on a sample basis the relevant components related to valuation. In addition, we have assessed the appropriateness of the Group's disclosures in respect of inventory valuation.

INDEPENDENT AUDITORS' REPORT *(cont.)*

Information Other than the Financial Statements and Auditor's Report Thereon:

The Company's Board of Directors is responsible for other information. The other information comprises the information included in the financial highlights, board's report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In Connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit.

We also:

- Identify and assets the risks of material misstatements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

INDEPENDENT AUDITORS' REPORT *(cont.)*

- Conclude on the appropriateness of the management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability continue as going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our Auditor's Report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
   c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
   d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
   e) On the basis of the written representations received from the directors as on 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
   f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
   g) With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act, as amended, we report that, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/provided by the Company to its directors during the period is in accordance with the provisions of section 197 read with Schedule V to the Act.
   h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014,

INDEPENDENT AUDITORS' REPORT *(cont.)*

in our opinion and to the best of our information and according to the explanations given to us:

(i) The Company has no pending litigations which has impact on its financial position.

(ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

(iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

(iv) A) Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(is), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

B) Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries, and

C) Based on the audit procedures adopted by us, nothing has come to our notice that has caused us to believe that the representations made by the management under sub clause (A) and (B) above, contain any material misstatement.

(v) No Dividend declared or paid during the year by the Company.

(vi) Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with. Additionally, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For Krishaan & Co.,
Firm Reg.No. 001453S
Chartered Accountants

K Sundarrajan
Partner
M.No. 208431
UDIN : 25208431BMIFTF1473

Place: Chennai
Date: May 28,2025

Annexure – A to the Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

(i) (a) A. According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

B. According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company has maintained proper records showing full particulars of Intangible Assets.

(b) The Property, Plant and Equipment were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and the records of the Company examined by us, the title deeds of all the immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company.

(d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets or both during the year.

(e) According to the information and explanation given to us and the records of the Company examined by us, there are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals. The discrepancies noticed on physical verification of inventory as compared to book records were not material, and have been properly dealt with in the books of account.

(b) According to the information and explanations given to us and on the basis of our examination of the records, the Company has been sanctioned working capital limits in excess of five crores rupees in aggregate from the bank on the basis of security of current assets of the Company. The quarterly returns/statements filed by the Company with such bank are in agreement with the books of accounts of the Company.

(iii) (a) According to the information and explanation given to us and based on the examination of the records of the Company, during the year the Company:

A has not provided any loans or advances in the nature of loans, or stood guarantee, or provided security to subsidiaries, joint ventures and associates

B has not provided any loans or advances in the nature of loans, or stood guarantee, or provided security to other parties. Therefore, the requirement to report under clauses (iii) (b) to (f) of para 3 of the Order are not applicable to the Company.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

(v) According to the information and explanation given to us and based on the examination of the records of the Company , the Company has not accepted any deposits from the public or amounts which are deemed as deposits covered under Section 73 to 76 of the Companies Act,2013.

(vi) As per information and explanation given by the management, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the undisputed statutory dues payable including Goods

Annexure – A to the Independent Auditor's Report *(cont.)*

and Services Tax, Provident Fund, Employees' State Insurance, Income tax, Sales tax, Service tax, Wealth tax, Excise duty, duty of customs, value added tax, cess and other statutory dues have been generally regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of Goods and Services Tax, Provident Fund, Employees' State Insurance, Income tax, Sales tax, Service tax, Wealth tax, Excise duty, duty of customs, value added tax, cess and other statutory dues were in arrears as at 31 March 2025 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us and also based on the Management representation, the were no disputed statutory dues, that have not been deposited on account of matters pending before Appropriate authorities.

(viii) According to the information and explanations given to us and based on the records, the Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

(ix) (a) On the basis of verification of records, examination of the financial statements of the Company and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) The term loans availed by the Company during the year, were applied for the purpose for which the loans were obtained.

(d) According to the information and explanations given to us, the Company has not utilized funds raised on short-term basis for long term purposes.

(e) According to the information and explanations given to us, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(f) According to the information and explanations given to us, the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

(x) (a) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year.

(b) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

(xi) (a) Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company by its officers or employees has been noticed or reported during the year, nor have we been informed of such case by the management.

(b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) According to the information and explanations given to us and as represented to us by the management, there are no whistle blower complaints received by the Company during the year.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, clause 3(xii) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and Section 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) (a) In our opinion and based on our examination, the Company has an adequate internal audit system commensurate with the size and the nature of its business.

Annexure – A to the Independent Auditor's Report *(cont.)*

(b) We have considered, the internal audit reports issued to the Company during the year and covering the period up to March 31, 2025 for the period under audit.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, clause 3(xv) of the Order is not applicable.

(xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

(b) The Company has not conducted any Non-Banking Financial or Housing Finance activities.

(c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.

(d) There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.

(xvii) The Company has not incurred cash losses in the current year and in the immediately preceding financial year respectively.

(xviii) There has been resignation of the statutory auditors during the year and no issues, objections or concerns were raised by the outgoing auditors.

(xix) According to the information and explanations given to us and on the basis of the financial ratios disclosed in the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) (a) According to the information and explanations given to us, In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act. This matter has been disclosed in notes to the financial statements.

(b) There are no unspent amounts in respect of ongoing projects that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act. This matter has been disclosed in the notes to the financial statements.

(xxi) Based on the examination of the reports and financial statements of the subsidiaries, associates, there has not been any qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated financial statements.

For Krishaan & Co.,
Firm Reg.No. 001453S
Chartered Accountants

K Sundarrajan
Partner
M.No. 208431
UDIN : 25208431BMIFTF1473

Place: Chennai
Date: May 28,2025

Annexure – B to the Independent Auditor's Report

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Rox Hi-Tech Limited ("the Company") (Formerly known as ROX Trading and Systems Private Limited)as of March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

a. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

b. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

c. provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Annexure – B to the Independent Auditor's Report *(cont.)*

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on:

a. Policies and procedures followed by the Company which ensure orderly and efficient conduct of business;

b. Consistent adherence to the Company's policies;

c. Procedures which safeguard the Company's fixed assets and current assets including receivables and cash and Bank Balances;

d. Maintenance of Company's accounting records with accuracy;

e. Capacity to complete and prepare accurate and reliable financial interpretations.

For Krishaan & Co.,
Firm Reg.No. 001453S
Chartered Accountants

K Sundarrajan
Partner
M.No. 208431
UDIN : 25208431BMIFTF1473

Place: Chennai
Date: May 28,2025

Balance Sheet

As at March 31, 2025

All figures are in Rupees Lakhs unless otherwise mentioned

Particulars	Notes	As at 31st March 2025	As at 31st March 2024
I EQUITY AND LIABILITIES			
1 Share holders' funds			
(a) Share Capital	3	2,283.64	2,283.64
(b) Reserves and Surplus	4	8,664.08	6,968.05
		10,947.71	**9,251.68**
2 Non-current liabilities			
(a) Long-Term Borrowings	5	532.21	201.80
(b) Deferred Tax Liability [net]	6	240.69	7.25
(c) Long-term Provisions	7	49.57	44.00
		822.48	**253.05**
3 Current liabilities			
(a) Short-term borrowings	8	4,125.81	1,927.69
(b) Trade payables	9		
(A) Total outstanding dues of Micro and Small Enterprises; and		124.29	244.41
(B) Total outstanding dues of creditors other than Micro and Small Enterprises		2,765.03	2,472.31
(c) Other current liabilities	10	1,134.98	211.91
(d) Short-term provisions	11	496.94	786.42
		8,647.05	**5,642.75**
Total		**20,417.24**	**15,147.48**
II ASSETS			
1 Non Current Assets			
(a) Property, Plant & Equipment and Intangible Assets			
(i) Property, Plant & Equipment	12	1,517.16	1,145.45
(ii) Intangible assets		8.36	8.81
(iii) Capital work-in-progress		1,809.60	-
		3,335.12	**1,154.26**
(b) Non-current investments	13	1.33	-
(c) Other Non-Current Assets	14	508.02	709.88
		509.35	**709.88**
2 Current assets			
(a) Inventories	15	5,183.92	4,212.59
(b) Trade Receivables	16	7,408.77	5,386.47
(c) Cash and Cash equivalents	17	2,744.64	2,516.74
(d) Short-term loans and advances	18	1,186.86	1,167.52
(e) Other Current Assets	19	48.58	-
		16,572.77	**13,283.32**
3 Miscellaneous Expenditure (to the extent not written off or adjusted)		-	-
Total		**20,417.24**	**15,147.46**
Summary of Significant accounting policies	2.1		

The accompanying notes are an integral part of the Financial Statements.
As per our Report of even date
For Krishaan & Co.,
Firm Regn No. : 001453S
Chartered Accountants

K Sundarrajan
Partner
Membership No. : 208431
UDIN: 25208431BMIFTF1473

Place : Chennai
Date : May 28,2025

For and on behalf of the Board of Directors of
Rox Hi-Tech Limited

Sukanya Rakesh
Director cum CFO
DIN: 01722486

Jim Rakesh
Managing Director
DIN: 01722482

Thenmozhi
Company Secretary cum Compliance Officer
M No: A66685

Statement of Profit and Loss

For the year ended 31 March 2025

All figures are in Rupees Lakhs unless otherwise mentioned

Particulars	Notes	For the year ended 31st March 2025	For the year ended 31st March 2024
Revenue			
Revenue from Operations	20	18,650.68	17,605.86
Other Income	21	268.30	44.11
Total Income		**18,918.98**	**17,649.97**
Expenses			
Purchases		14,779.46	14,545.29
Changes in Inventories		(971.33)	(1,206.63)
Employee benefit expenses	22	1,285.00	577.38
Other Expenses	23	705.22	511.10
Total Expenses		**15,798.35**	**14,427.14**
EBITDA		**3,120.63**	**3,222.82**
Depreciation and amortisation expenses		105.66	68.71
Finance Costs	24	460.17	315.52
Preliminary Expenses written off			-
Profit/(Loss) before Tax		**2,554.80**	**2,838.59**
Tax Expenses			
(1) Current tax		628.51	692.54
(2) MAT Credit Entitlement		-	-
(3) Earlier Year tax		-	-
(4) Deferred Tax Expense / (Income)		(5.49)	21.84
Total Tax Expenses		623.02	714.39
Profit/(Loss) for the year		**1,931.78**	**2,124.20**
Earnings Per Equity Share [nominal value of share Rs. 10 (PY:Rs. 10)]			
(1) Basic		8.46	11.14
(2) Diluted		8.46	11.14
Summary of Significant accounting policies	2.1		

The accompanying notes are an integral part of the Financial Statements.

As per our Report of even date
For Krishaan & Co.,
Firm Regn No. : 001453S
Chartered Accountants

K Sundarrajan
Partner
Membership No. : 208431
UDIN: 25208431BMIFTF1473

Place : Chennai
Date : May 28,2025

For and on behalf of the Board of Directors of
Rox Hi-Tech Limited

Sukanya Rakesh
Director cum CFO
DIN: 01722486

Jim Rakesh
Managing Director
DIN: 01722482

Thenmozhi
Company Secretary cum Compliance Officer
M No: A66685

Cash Flow Statement

For the year ended March 31, 2025

All figures are in Rupees Lakhs unless otherwise mentioned

Particulars	For the year ended 31st March 2025		For the year ended 31st March 2024	
A Cash flow from Operating Activities				
Net Profit before Tax		2,554.80		2,838.59
Adjustments for :				
Depreciation charged during the year	105.66		68.71	
Profit on Sale of Asset	(7.53)			
Provision for Gratuity			11.82	
Interest Income	(248.97)		(12.86)	
Interest Expense	435.46	**284.63**	315.52	**383.20**
Operating Profit before Working Capital Changes		**2,839.43**		**3,221.79**
Changes in working capital:				
Adjustments for (increase) / decrease in operating assets:				
Inventories	(971.33)		(1,206.63)	
Trade receivables	(2,022.30)		(3,542.95)	
Short-term loans and advances	(19.34)		(3,468.62)	
Long-term loans and advances	153.28			
Adjustments for increase / (decrease) in operating liabilities:				
Trade payables	172.61		1,868.21	
Other current liabilities	923.06		178.50	
Short-term provisions/borrowings	1,908.64		270.65	
Long-term provisions	5.58	**150.19**		**(5,900.84)**
Net Cash from Operating Activities before Tax		**2,989.62**		**(2,679.05)**
Net income tax (paid) / refunds		(628.51)		(692.54)
Net Cash from Operating Activities After Tax		**2,361.10**		**(3,371.60)**
B Cash flow from Investing Activities				
Purchase of Fixed Assets	(2,289.48)		(797.19)	
Purchase of Investments	(1.33)			
Interest Received	248.97		12.86	
Increase in Non-Current Asset			(96.51)	
Proceeds from sale of Fixed Assets	10.50			
Net cash used in Investing Activities		**(2,031.34)**		**(880.84)**

Cash Flow Statement *(cont.)*

For the year ended March 31, 2025

All figures are in Rupees Lakhs unless otherwise mentioned

Particulars	For the year ended 31st March 2025		For the year ended 31st March 2024	
C Cash flow from Financing Activities				
Proceeds from share capital	3.19		4,994.61	
Proceeds from Long Term Borrowings	330.41		(128.87)	
IPO related expenses			(282.17)	
Interest paid	(435.46)		(315.52)	
Net cash used in Financing Activities		**(101.87)**		**4,268.05**
Net increase / (Decrease) in cash (A+B+C)		227.90		15.62
Opening Balance of Cash and cash equivalents		2,516.74		1.12
Closing Balance of Cash and cash equivalents		**2,744.64**		**16.74**

Summary of Significant accounting policies 2.1

The accompanying notes are an integral part of the Financial Statements.

As per our Report of even date

For Krishaan & Co.,
Firm Regn No. : 001453S
Chartered Accountants

K Sundarrajan
Partner
Membership No. : 208431
UDIN: 25208431BMIFTF1473

Place : Chennai
Date : May 28,2025

For and on behalf of the Board of Directors of
Rox Hi-Tech Limited

Sukanya Rakesh
Director cum CFO
DIN: 01722486

Jim Rakesh
Managing Director
DIN: 01722482

Thenmozhi
Company Secretary cum Compliance Officer
M No: A66685

Notes to the Financial Statements

As at March 31, 2025

Note: 1 Company Overview & Significant Accounting Policies

Company Overview

The Company was incorporated as a Private Limited Company on 13th March 2002 under the provisions of the Companies Act 1956, bearing CIN:U51506TN2002PLC048598 and having its registered office at Old No.101B, New No.160, Mahalingapuram Main Road, Nungambakkam Chennai - 600034 India, with operating units across the Country.

The Company is engaged in the business of dealing in Computer Hardware components, pheripheral devices, all kinds of electronic data processing equipments, providing in all kinds of software, including packaged & Customized software & Implement software solutions in the domains like Customer Relationship Management(CRM), Supply chain Management (SCM) and Business Operations (BO) and to help the customers to solve the problems and challenges in business by implementing IBM's ON — DEMAND Solutions. Further the company is also running Software/hardware training Centers, Software Consultancy, System Studies, Management consultancy, techno economic feasibility studies of projects, design and development of management information systems in India and outside India and to focus on Identification, selection, training of Software manpower for onsite placement in India and outside India for its own use and/or clients use and recruitment and job placement services in India and outside India.

Note: 2 Significant Accounting Policies

1 Basis of preparation:

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention.

2 Revenue recognition:

The company derives its revenues primarily from Sale of computer servers, laptops, hardware pheripheral devices & derives service revenue from sale of customized softwares . Revenue from services provided under fixed price contracts, where the outcome can be estimated reliably, is recognized based on contract activity. Revenue on time-and-material contracts are recognized as the related services are performed and the revenues from the end of the last billing to the balance sheet date are recognized as unbilled revenues.

The Company's contracts with customers include contracts with multiple products and services. The Company derives revenue from IT services comprising software development and related services, maintenance, consulting and package implementation, licensing of software products and platforms across the Company's core and digital offerings and business process management services. In some cases, the company engages in some fixed price development contracts, including contracts with multiple performance obligations.

Revenue recognition in such contracts involve judgments relating to identification of distinct performance obligations, determination of transaction price for such performance obligations and the appropriateness of the basis used to measure revenue over a period. In case of fixed price development contracts where performance obligations are satisfied over a period of time, revenue is recognized based on management's estimate of contract efforts. The estimation of total efforts or costs involves significant judgement and is assessed throughout the period of the contract to reflect any changes based on the latest available information.

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably

Notes to the Financial Statements

As at March 31, 2025

measured in accordance with AS-9, Revenue Recognition. Sales are recognized on accrual basis, and only after transfer of services to the customer.

Interest Income: Revenue is recognized on the time proportion basis after taking into account the amount outstanding and the rate applicable.

Dividend Income: Dividend Income is recognised when the owners right to receive payment is established.

Other Income : Other items of income and expenditure are recognized on accrual basis and as a going concern basis, and the accounting policies are consistent with the generally accepted accounting policies.

3 Property Plant and Equipment including Intangible assets:

Property Plant and Equipments are stated at cost, less accumulated depreciation. Cost includes cost of acquisition including material cost, freight, installation cost, duties and taxes, and other incidental expenses, incurred up to the installation stage, related to such acquisition. Property, Plant and Equipments purchased in India by foreign currency are recorded in Rupees, converted at the exchange rate prevailed on the date of purchase. Intangible assets that are acquired by the Company are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortisation and any accumulated impairment loss.

4 Depreciation & Amortisation:

The Company has applied the estimated useful lives as specified in Schedule II of the Companies Act 2013 and calculated the depreciation based on useful life of assets. Depreciation on new assets acquired during the year is provided from the date of acquisition to the end of the financial year. In respect of the assets sold during the year, depreciation is provided from the beginning of the year till the date of its disposal.

Intangible assets are amortised on a straight-line basis over the estimated useful life as specified in Schedule II of the Companies Act 2013. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss. In respect of the assets sold during the year, amortisation is provided from the beginning of the year till the date of its disposal.

Useful life of Property, Plant and Equipments

Category	Useful life
Computer & Accessories	3-6 years
Furniture & Fittings	10 years
Office Equipments	8 years
Softwares	8-10 years
Plant & Machinery	15 years
Electrical Fittings	10 years
Vehicles	10 years

5 Impairment of assets:

The Management periodically assesses using, external and internal sources, whether there is an indication that an asset may be impaired. An impairment loss is recognised wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is higher of the asset's net selling price and value in use, which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. Reversal of impairment loss is recognised immediately as income in the profit and loss account.

6 Use of estimates:

The preparation of the financial statements in conformity with Generally Accepted Accounting Principles requires the Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent assets and liabilities as at the date of the financial statements and the reported amounts of income and expenses during the year. Examples of such estimates include provisions for doubtful debts, income taxes, post - sales customer support and the useful lives of Property Plant and Equipments and intangible assets.

Notes to the Financial Statements

As at March 31, 2025

7 Inventories:

Hardware, Software and Product

Components:

Product Components are valued at lower of cost or net realizable value. Cost is determined on First-In-First Out basis.

Projects in Progress / Work in Progress:

Hardware equipments, softwares, development cost and other items are carried at the lower of cost and net realisable value. Cost is determined on a specific identification basis. Cost includes material cost, freight and other incidental expenses incurred in bringing the inventory to the present location / condition.

8 Trade Receivables:

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

9 Foreign currency transactions:

Domestic Operation:

I. Initial recognition :

A foreign currency transactions are recorded, on initial recognition in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

II. Measurement :

Foreign currency monetary items are reported using the closing rate.

Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction

Non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

III. Treatment of Foreign exchange :

Exchange differences arising on settlement/ restatement of foreign currency monetary assets and liabilities of the Company are recognised as income or expenses in the Statement of Profit and Loss

10 Employee Benefits:

A. Post-Employment benefits:

Defined benefit plan:

Gratuity liability is a defined benefit obligation and is unfunded. The Company accounts for liability for future gratuity benefits based on the actuarial valuation using Projected Unit Credit Method carried out as at the end of each financial year.

Defined contribution Plan:

Provident Fund: Eligible employees receive benefit from provident fund covered under the Provident Fund Act. Both the employee and the company make monthly contributions. The employer contribution is charged off to Profit & Loss Account as an expense.

11 Taxes on Income:

Income Tax expense is accounted for in accordance with AS-22 "Accounting for Taxes on Income" for both Current Tax and Deferred Tax stated below:

A. Current Tax:

Provision for current tax is made in accordance with the provisions of the Income Tax Act, 1961.

B. Deferred Tax:

Deferred tax is recognised, subject to the consideration of prudence, as the tax effect of timing difference between the taxable income and accounting income computed for the current accounting year using the tax rates and tax laws that have been enacted or substantially enacted by the balance sheet date.

Notes to the Financial Statements

As at March 31, 2025

Deferred tax assets are recognised and carried forward to the extent that there is a reasonable certainty, except arising from unabsorbed depreciation and carried forward losses, that sufficient future taxable income will be available against which such deferred tax assets can be realised.

12 Provisions and Contingent Liabilities:

A provision is recognised if, as a result of past event, the Company has a present legal obligation that can be estimated reliably and it is probable that an outflow of economic benefit will be required to settle the obligation. Provisions are determined by the best estimate of outflow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is possible obligation or present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

13 Earnings Per Share:

Basic Earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the net profit after tax by the weighted average number of shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The diluted potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value which is the average market value of the outstanding shares. Dilutive potential equity shares are deemed converted as at the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

14 Cash and Cash Equivalents:

The Company's cash and cash equivalents consist of cash on hand and in banks , which can be withdrawn at any time, without prior notice or penalty on the principal. For the purposes of the statement of cash flows, cash and cash equivalents include cash on hand, in banks are considered part of the Company's cash management system. In the balance sheet, bank overdrafts are presented under borrowings within current liabilities.

15 Cash Flow Statement:

Cash flows are reported using indirect method, whereby net profit/loss before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

16 Investments:

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

Notes to the Financial Statements

As at March 31, 2025

All figures are in Rupees Lakhs unless otherwise mentioned

Note 3: SHARE CAPITAL

Particulars		31st March 2025	31st March 2024
(a)	The Share Capital is classified as follows		
(i)	Authorised shares (Numbers)		
	2,50,00,000 (Previous year 2,50,00,000)Equity Shares of Rs. 10 each	**2,500.00**	**2,500.00**
(ii)	Issued, subscribed and fully paid-up shares (Numbers)	2,283.64	2,283.64
	2,28,36,350 (Previous Year 2,28,36,350) Equity Shares with par value of Rs. 10 each		
Total		**2,283.64**	**2,283.64**

The company has only one class of equity shares having at par value of Rs.10/- per share. Each holder of equity shares is entilted to one vote per share. The company will pay dividend in Indian rupees as and when declared. Dividend has not been proposed by the Board of Directors for the year.

In the event of liquidation of the company, the holders of equity shares will be entilted to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be proportion to the number of equity shares held by the shareholders.

The reconciliation of number of shares outstanding and the amount of share capital as at March 31, 2025 and March 31, 2024 is set out below:

Particulars	As at 31 March 2025		As at 31 March 2024	
	Numbers of Shares	Amount	Numbers of Shares	Amount
No. of Shares at the beginning of the year	228.36	2,283.64	228.36	2,283.64
No. of Shares Issued during the year	-	-	-	-
No. of Shares at the End of the year	228.36	2,283.64	228.36	2,283.64

Equity shares held by each shareholder holding more than 5% shares and No of shares held

	As at 31 March 2025		As at 31 March 2024	
Name of Shareholders	No of shares	% holding	No of shares	% holding
Jim Rakesh	103.00	45.10%	103.00	45.10%
Sukanya Rakesh	22.65	9.92%	22.65	9.92%
Janet Rekha	9.14	4.00%	8.96	3.93%
Total number of shares outstanding	**134.79**		**134.61**	

Notes to the Financial Statements

As at March 31, 2025

All figures are in Rupees Lakhs unless otherwise mentioned

Details of shareholding of Promoters

Name	Status	No. of Shares	% of Total Shares	% Change
Jim Rakesh	Promoter	103.00	45.10%	-
Sukanya Rakesh	Promoter	22.65	9.92%	-
Janet Rekha	Promoter	9.14	4.00%	-

Note 4: RESERVES AND SURPLUS

Particulars	31st March 2025		31st March 2024	
The Reserves and Surplus are classified as follows:				
Securities Premium Reserve				
Opening balance	4,110.69		-	
Add: Additions during the year	3.19		4,392.85	
Less: Issue Expenses	-	**4,113.88**	(282.16)	**4,110.69**
General Reserve				
Opening balance	2,857.36		1,554.77	
Add: Additions during the year	-		2,236.96	
Less: Transferred to Other Reserves (Dividend, Bonus, other reserves)	-	**2,857.36**	(934.38)	**2,857.36**
Surplus / (Deficit) in the Statement of Profit and Loss				
Balance as per last financial statements	-		112.76	
Profit / (Loss) for the year	1,931.78		2,124.20	
Total Surplus available for appropriations	**1,931.78**		**2,236.96**	
Less: Appropriations:				
Adjustment for Deferred Tax on Fixed Asset	238.94			
Transfer to General Reserve	-		(2,236.96)	
Total appropriations	-		(2,236.96)	
Net Surplus in the Statement of Profit and Loss		**1,692.84**		**-**
Total		**8,664.08**		**6,968.05**

Notes to the Financial Statements

As at March 31, 2025

All figures are in Rupees Lakhs unless otherwise mentioned

Note 5: LONG TERM BORROWINGS

Particulars	31st March 2025		31st March 2024	
The Long term borrowings are classified as follows:				
Secured Loans				
Hire purchase loans	166.42		62.95	
Other Loans from Banks and NBFCs	144.76		234.84	
Less : Current Maturities classfied under Short Term Borrowings (Secured Loan)	(71.97)	**239.21**	(119.47)	**178.32**
Unsecured Loans				
Term Loans from Banks and NBFCs	367.87		284.82	
Unsecured Loans from Director	-		-	-
Other Unsecured Loans	-		-	-
Less : Current Maturities classfied under Short Term Borrowings (Unsecured Loan)	(74.87)	**293.00**	(261.34)	**23.48**
Total		**532.21**		**201.80**

Other Notes

Refer Note 36 for terms of repayment, nature of Security and other relevant details.

There are no defaults in the repayment of interest and/or principal amount of the loans during the current year.

Note 6: DEFERRED TAX LIABILITIES (NET)

Particulars	31st March 2025	31st March 2024
The Deferred Tax Liabilities is as follows:		
Deferred Tax Liability		
Fixed Assets: Impact of difference between tax depreciation and depreciation / amortisation charged for the financial reporting	253.17	18.32
Gross deferred tax liability	**253.17**	**18.32**
Deferred Tax Asset		
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis.	12.48	11.07
Provision for diminution in the value of investments	-	-
Provision for bad and doubtful debts	-	-
Gross deferred tax asset	**12.48**	**11.07**
Net Deferred Tax [(Asset)/Liability]	**240.69**	**7.25**

Notes to the Financial Statements

As at March 31, 2025

All figures are in Rupees Lakhs unless otherwise mentioned

Note 7: LONG TERM PROVISIONS

Particulars	31st March 2025	31st March 2024
The Long term provisions are classified as follows:		
Provision for employee benefits		
Provision for gratuity	49.57	44.00
	49.57	**44.00**

Note 8: SHORT TERM BORROWINGS

Particulars	31st March 2025		31st March 2024	
The Short Term borrowings are classified as follows:				
Loans repayable on Demand from Banks, Secured				
Secured Loans				
Current Maturities of Long-term borrowings	71.97		119.47	
Overdrafts from Banks & NBFCs	1,979.86		862.82	
Invoice Factoring	**1,999.11**	**4,050.95**	**-**	**982.29**
Unsecured Loans				
Current Maturities of Long-term borrowings	74.87		261.34	
Short Term Borrowings from NBFCs	-		684.06	
Loans from related parties & others	-	74.87	-	945.40
Total		**4,125.81**		**1,927.69**

Other Notes:

Details of Securities Against Credit Facilities Availed

Particulars	Nature of Facility	Rate of Interest	Nature of security
HSBC Bank Limited	Overdraft	10.14%	Hypothecation of stock and debtors, Equitable Mortgage of Immovable Property owned by Directors, Secured against Fixed Deposit and Personal & Corporate Guarantee of Promoters
HSBC Bank Limited	Cash Credit	10.14%	

Notes to the Financial Statements

As at March 31, 2025

All figures are in Rupees Lakhs unless otherwise mentioned

Note 9: TRADE PAYABLES

Particulars	31st March 2025		31st March 2024	
The trade payables are classified as follows:				
Dues to Micro and Small Enterprises	124.29		244.41	
Dues to enterprises other than Micro and Small Enterprises	2,765.03		2,472.31	
		2,889.32		**2,716.72**
Total		**2,889.32**		**2,716.72**

Other Notes

Particulars	31st March 2025	31st March 2024
Trade payables include due to Related parties	1,159.68	14.32

Refer Note 37 for Ageing of Creditors

There are no interest amounts paid or payable to Micro and Small Enterprises. The information in relation to dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information available with the Company, which has been relied upon by the Auditors.

Note 10: OTHER CURRENT LIABILITIES

Particulars	31st March 2025	31st March 2024
The Other Current Liabilities are classified as follows:		
Others		
Employee's State Insurance Payable	0.02	0.10
Tax Deducted at Source Payable	17.54	23.50
Provident Fund Payable	4.03	2.53
Goods and Services Tax payable	318.12	170.50
Advance received from Customers	794.39	-
Other Current Liabilities	0.89	15.28
	1,134.98	**211.91**

Note 11: SHORT TERM PROVISIONS

Particulars	31st March 2025	31st March 2024
The Short term provisions are classified as follows:		
Other provisions		
For Proposed Dividend	-	-
Provision for Tax (net of Advance Taxes)	496.94	786.42
Total	**496.94**	**786.42**

Notes to the Financial Statements

As at March 31, 2025

All figures are in Rupees Lakhs unless otherwise mentioned

Note 12: FIXED ASSETS

Group	Particulars	Original Cost				Depreciation and amortisation				Net Block	
		As at March 31, 2024	Additions during the year	Deletions during the year	As at March 31, 2025	As at March 31, 2024	For the year	On Deletions	As at March 31, 2025	As at March 31, 2025	As at March 31, 2024
Tangible Assets	Land	289.51			289.51	-			-	289.51	289.51
Tangible Assets	Plant and Machinery	0.69			0.69	0.69	-		0.69	-	-
Tangible Assets	Office Equipment	40.72	25.51	-	66.23	19.41	5.10	-	24.51	41.72	21.31
Tangible Assets	Furniture and fittings	156.34	34.34	-	190.68	35.62	13.80	-	49.42	141.27	120.72
Tangible Assets	Electrical Fittings	1.81	22.34		24.15	1.62	1.49		3.11	21.04	0.20
Tangible Assets	Computer	714.94	220.19		935.13	96.91	68.36		165.27	769.86	618.03
Tangible Assets	Motor Vehicles	212.62	176.81	34.68	354.75	116.94	15.75	31.70	100.99	253.77	95.68
Intangible Assets	Software	21.07	0.70		21.78	12.26	1.16		13.42	8.36	8.81
Capital Work in Progress			1,809.60		1,809.60	-			-	1,809.60	
TOTAL		**1,437.70**	**2,289.48**	**34.68**	**3,692.52**	**283.44**	**105.64**	**31.69**	**357.39**	**3,335.12**	**1,154.25**
Previous year figures		640.53	797.95	0.77	1,437.71	214.74	68.71	-	283.45	1,154.26	425.79
Summary											
Total Tangible Assets		1,416.63	479.18	34.68	1,861.14	271.18	104.69	31.69	343.98	1,517.16	1,145.44
Total Intangible Assets		21.07	0.70	-	21.78	12.26	1.16	-	13.42	8.36	8.81

Capital work in progress as on March 31, 2025 and March 31, 2024

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in Progress*					
As at March 31,2025	1,809.60	-	-	-	1,809.60
As at March 31,2024	-	-	-	-	-
Projects temporarily suspended					
As at March 31,2025	-	-	-	-	-
As at March 31,2024	-	-	-	-	-

*There are no projects in progress under capital work-in-progress whose completion is overdue or has exceeded its cost compared to its original plan.

Notes to the Financial Statements

As at March 31, 2025

All figures are in Rupees Lakhs unless otherwise mentioned

Note 13: NON CURRENT INVESTMENTS

Particulars	31st March 2025	31st March 2024
The Non-current investments are classified as follows:		
Other investments		
Investments In equity instruments*	1.33	-
Total	**1.33**	**-**

* Refer note 26 for details of investment.

Other notes

(i) The Investments are carried at cost

(ii) The Investments are Unquoted Investments.

(iii) Provision for Diminution in the Value of Investment is considered during the year as per the Management assessment.

Note 14: OTHER NON-CURRENT ASSETS

Particulars	31st March 2025	31st March 2024
The Other Non-current assets are classified as follows:		
Unsecured, considered good		
Security Deposits	400.92	600.43
Other Loans and Advances		
Loans and Advances	107.10	109.45
Total	**508.02**	**709.88**

Other notes

Security Deposits include Rs.245.65 lacs deposited with a bank as margin money/ EMD for guarantees issued to Customers and others. (As at March 31, 2024 Rs.195.75 lakhs)

Note 15: INVENTORIES

Particulars	31st March 2025	31st March 2024
The Inventories are classified as follows:		
(At cost or below)		
Traded Goods	2,738.82	2,427.26
Work-in-progress	2,445.09	1,785.33
Less: Provision for diminution in value	-	-
Total	**5,183.92**	**4,212.59**

Notes to the Financial Statements

As at March 31, 2025

All figures are in Rupees Lakhs unless otherwise mentioned

Note 16: TRADE RECEIVABLES

Particulars	31st March 2025		31st March 2024	
The Trade Receivables are classified as follows:				
Secured, Considered Good	-		-	
Unsecured, Considered Good	**7,408.77**		**5,386.47**	
		7,408.77		5,386.47
Less: Provision for Bad and Doubtful debts		-		-
		7,408.77		**5,386.47**

Other Notes

Particulars	31st March 2025	31st March 2024
Trade Receivables include due from Related parties	1,159.68	12.14

Note 17: CASH AND CASH EQUIVALENTS

Particulars	31st March 2025		31st March 2024	
The Cash and Cash Equivalents are classified as follows:				
Balances with Banks				
Balances with Banks in Indian Rupees				
- On Current accounts	7.42		16.72	
- On Deposit accounts	**2,737.17**	2,744.59	**2,500.00**	2,516.72
Cash on Hand		0.05		0.02
Total		**2,744.64**		**2,516.74**

Note 18: SHORT TERM LOANS AND ADVANCES

Particulars	31st March 2025	31st March 2024
The Short term Loans and Advances are classified as follows:		
(Unsecured, considered good)		
Others		
For supply of goods and rendering of services	51.50	3.18
Advance Income Taxes (net of provision for taxation)	108.29	250.05
Prepaid expenses	465.68	395.35
Balances with Government Authorities	561.39	518.94
Total	**1,186.86**	**1,167.52**

Notes to the Financial Statements

As at March 31, 2025

All figures are in Rupees Lakhs unless otherwise mentioned

Note 19: OTHER CURRENT ASSETS

Particulars	31st March 2025	31st March 2024
The Other Current Assets are classified as follows:		
(Unsecured, considered good)		
Others	-	
Interest accrued on deposits	48.58	-
Total	**48.58**	**-**

Note 20: REVENUE FROM OPERATIONS

	Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
(a)	**The Revenue from Operations are classified as follows:**		
(i)	**Sale of Products and Services**	18,650.68	17,605.86
(ii)	Increase / (Decrease) in Unbilled Revenue	-	-
	Total	**18,650.68**	**17,605.86**

Other Notes

	For the year ended March 31, 2025	For the year ended March 31, 2024
The Sale of Products and Services are classified as follows:		
Sale of Services	3,604.72	1,241.45
Sale of Products-Exports	3.91	7.62
Sale of Products-Domestic	15,042.05	16,356.79
Total	**18,650.68**	**17,605.86**
Revenue generated from Subsidiaries, which is included above	935.01	-
Revenue generated from an Enterprise in which Directors have significant influence	102.49	3,126.79

Note 21: OTHER INCOME

	Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
(a)	**The Other Income are classified as follows:**		
	Interest Income from Bank deposits	248.97	12.86
	Profit / (Loss) on sale of Fixed Assets	7.53	-
	Other non-operating income	11.80	31.25
	Total	**268.30**	**44.11**

Notes to the Financial Statements

As at March 31, 2025

All figures are in Rupees Lakhs unless otherwise mentioned

Note 22: EMPLOYEE BENEFIT EXPENSES

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
(a) The Employees benefit expenses are classified as follows:		
Salaries and Wages	644.36	402.08
Contribution to - Provident and Other Funds	23.02	8.73
- Gratuity Fund	5.58	11.82
Directors Remuneration	96.37	96.00
Staff Welfare Expenses	68.65	58.75
Consultancy Charges	447.02	
Total	**1,285.00**	**577.38**

Note 23: OTHER EXPENSES

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
(a) The Other Expenses are classified as follows:		
Professional Charges	66.81	48.42
Freight Charges	24.74	29.26
Rent	88.22	33.44
Rates and Taxes	17.93	18.05
Insurance Charges	34.01	18.46
Travelling and Conveyance Expenses	104.82	64.58
Repairs and Maintenance expenses	62.30	23.59
Postage and Telephone	5.05	3.46
Security Charges	5.42	2.38
Auditors' Remuneration	9.00	8.50
Directors' Sitting Fees	5.00	-
Power and Fuel	25.06	6.36
Exchange Fluctuation (Gain) / Loss	0.20	2.27
Business Development Expenses	71.01	61.39
CSR Expenses	33.23	15.42
Selling Expenses	98.10	116.82
Donations	3.41	-
Miscellaneous Expenses	50.89	58.69
Total	**705.22**	**511.10**

Notes to the Financial Statements

As at March 31, 2025

All figures are in Rupees Lakhs unless otherwise mentioned

Note 24: FINANCE COSTS

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
(a) The Finance Costs are classified as follows:		
Interest Expenses	435.46	315.52
Loan Processing Charges	24.71	
Bank charges	-	
Total	**460.17**	**315.52**

Note 25: CONTINGENT LIABILITIES AND COMMITMENTS

Particulars	As at March 31, 2025	As at March 31, 2024
Claims against the company not acknowledged as debt *	-	359.39
Guarantees	-	-
Other money for which the Company is contingently liable	-	-

Note 26: INVESTMENTS

Particulars	No. of Shares	Face Value	Total
ROX Hitech Aps, Denmark	864	€ 1.00	0.8
ROX Hitech LLC, USA	51	$1.00	0.05
ROX Hitech, Mauritius	51	$1.00	0.05
ROX Hitech Pte Limited, Singapore	510	$1.00	0.44

Note 27: EARNINGS AND EXPENDITURE IN FOREIGN EXCHANGE

Description	March 31,2025	March 31,2024
Earnings in Foreign Currency		
FOB Value of Exports & Services	3.91	7.62
Expenditure Incurred In Foreign Currency		
Import of Trade Goods	9.29	327.53

Difference due to currency fluctuations included in Statement of Profit & Loss , Net Profit /(Loss) of Rs.(0.20) Lacs (Previous year (Rs.2.27 lacs)).

Notes to the Financial Statements

As at March 31, 2025

All figures are in Rupees Lakhs unless otherwise mentioned

Note 28: DISCLOSURE UNDER MSME ACT,2006 (AS PER INFORMATION RECEIVED FROM THE VENDOR)

Particulars		March 31,2025	March 31,2024
i)	a) Principal amount remaining unpaid *	124.29	244.41
	b) Interest amount remaining unpaid	-	-
ii)	Interest and principal amount paid beyond appointed date	-	-
iii)	Amount and interest due and payable for the period of delay in making payment (which have been paid but beyond the appointment day during the year) but without adding the interest specified under this Act.	-	-
iv)	Interest accrued and remaining unpaid	-	-
v)	Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise.	-	-

NOTE 29: Other Notes

a) In the opinion of the Board of Directors of the Company, the Work - in - Progress, Sundry Debtors and Loans & Advances have a value in the ordinary course of business, at least equal to the amounts at which they are stated in the accounts.

b) Confirmations of Balance have been sought from Parties and necessary adjustments have been made wherever applicable from those received. In respect of others, the balances as appearing in the books have been adopted.

d) Previous year figures have been re-grouped/re-classified wherever necessary to confirm to Current Year classification.

NOTE 30: RELATED PARTY DISCLOSURES

Names of related parties and relationship

Relation	Name of the Party	Designation
Key Management Personnel	Jim Rakesh	Managing Director
	Suganya Rakesh	Whole - Time Director & CFO
	Senthil Kumar MM	Whole - Time Director
	Thenmozhi	Company Secretary and Compliance officer
Enterprises in which Directors have	ROX Technology & Solutions Private Limited	
Significant Influence	Nisiteq Solutions	
Subsidiaries	Rox Hi-Tech LLC, USA	
	ROX Hitech Aps, Denmark	
	Rox Hi-Tech, Mauritius	
	Rox Hi-Tech Pte Limited	

The above information furnished by the Management has been relied upon by the Auditors.

The disclosure is made as per AS -18

Notes to the Financial Statements

As at March 31, 2025

All figures are in Rupees Lakhs unless otherwise mentioned

Particulars	Subsidiary		Enterprises in which Control exists		Key Management Personnel	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024
Sale of Services	935.01	-	102.49	3,126.79	-	-
Purchase of Accessories	-	-	454.61	3,802.27	-	-
Expenses						
Professional Fees	-	-	-	-	26.40	-
Remuneration	-	-	-	-	96.37	114.22
Sitting fees	-	-	-	-	5.00	-
Outstanding at the Year end						
Trade Payables	-	-	367.08	-	-	14.32
Trade Receivables	935.01	-	224.67	12.14	-	-
Investments	1.33	-	-	-	-	-

The above information furnished by the Management has been relied upon by the Auditors

Note 31: SEGMENT REPORTING

The entire operations of the Company relate only to one segment viz. 'Sale of Computer hardware components pheripheral devices, all kinds of electronic data processing equipments, providing in all kinds of software, including packaged & Customized software & Implement software solutions.' and hence no disclosure are required to be provided. The business segment have been identified on the basis of the nature of products and services, the risks and returns, internal organisation and management structure and the internal performance reporting systems.

Company's operation in different territories does not have significantly differing risks and returns.

Note 32: EARNING PER SHARE

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Net profit/(loss) for the year from continuing operations	1,931.78	2124.20
Net profit attributable to Equity Shareholders	1,931.78	2124.20
Weighted average number of equity shares	228.36	190.71
Par value of shares in Rupees	10.00	10.00
Basic and diluted earnings per share in Rupees	8.46	11.14

Notes to the Financial Statements

As at March 31, 2025

All figures are in Rupees Lakhs unless otherwise mentioned

Note 33: NOTE ON EMPLOYEE BENEFITS

Amount recognized as expense included in 'Contribution to Provident and Other Funds' under :

Defined contribution plans	March 31,2025	March 31,2024
Contribution to Provident Fund	23.02	8.73
Contribution to Employees State Insurance		
Total	**23.02**	**8.73**

Post Employment Obligations - Gratuity

(i) Reconciliation of opening and closing balance of gratuity obligations:

Particulars	March 31,2025	March 31,2024
Net Liability as at the beginning of the period	44.00	32.17
Net Expenses in Profit and loss Account	5.58	11.82
Benefits Paid	-	-
Net Liability as at the end of the period	49.57	44.00
Present Value of Gratuity Obligation (Closing)	49.57	44.00

(ii) Expenses recognised in Statement of Profit and Loss during the year:

Particulars	March 31,2025	March 31,2024
Interest Cost	3.17	2.41
Current Service Cost	2.97	2.54
Past Service Cost	-	-
Expected Return on Plan Assets	-	-
Curtailment Cost (Credit)	-	-
Settlement Cost (Credit)	-	-
Net Actuarial (gain) / loss	(0.56)	6.88
Net Expenses to be recognized in P&L	**5.58**	**11.82**

(iii) Changes in Benefit Obligations:

Particulars	March 31,2025	March 31,2024
Opening Defined benefit Obligation	44.00	32.17
Current service cost	2.97	2.54
Interest cost for the year	3.17	2.41
Actuarial losses (gains)	(0.56)	6.88
Benefits Paid	-	-
Closing Defined benefit Obligation	**49.57**	**44.00**

Notes to the Financial Statements

As at March 31, 2025

All figures are in Rupees Lakhs unless otherwise mentioned

(iv) Actuarial assumptions:

Particulars	March 31,2025	March 31,2024
Rate of discounting	0.07	0.07
Salary Escalation	0.07	0.07
Attrition Rate	0.1	0.1
Mortality rate during employment Indian	Indian Assured Lives Mortality (2012-14) Ultimate	

Note 34: EXPENDITURE INCURRED ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

	Particulars	March 31,2025	March 31,2024
(i)	Amount required to be spent by the Company during the year	33.23	15.42
(ii)	Amount of expenditure incurred	33.23	15.42
(iii)	Shortfall at the end of the year	-	-
(iv)	Total of previous year Shortfall	-	-
(v)	Reasons for Shortfall	Not Applicable	
(vi)	Details of related party transactions, e.g., contribution to a trust controlled by the Company in relation to CSR expenditure as per relevant Accounting Standard,	-	-
(vii)	Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately	Not Applicable	

Nature of CSR Activities : promotion of education of children in rural areas.

Note 35: ADDITIONAL REGULATORY INFORMATION

a) The Title deeds of the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.

b) The Company does not have any investment property.

c) The Company has not revalued its Property, Plant and Equipment (including Right to Use Assets).

d) The Company has not revalued its Intangible Assets.

e) The Company has not granted Loans or Advances in the nature of loan to related parties (As per Companies Act, 2013).

Notes to the Financial Statements

As at March 31, 2025

All figures are in Rupees Lakhs unless otherwise mentioned

f) No proceedings have been initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

g) The Company has been sanctioned working capital limits in excess of Rs. Five crores in aggregate from banks during the year. The quarterly returns or statements of Current Asset filed by the Company are in agreement with the Books of Account.

h) The Company is not declared as "willful defaulter" by any bank or financial institution or other lender.

i) There are no transactions with the Companies whose name struck off under section 248 of The Companies Act, 2013 or section 560 of Companies Act, 1956 during the year ended 31 March, 2025

j) All applicable cases where registration of charges or satisfaction is required to be filed with Registrar of Companies have been filed. No registration or satisfaction is pending at the year ended 31 March 2025.

k) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.

l) No scheme of arrangement has been approved by the competent authority in terms of Section 230 to 237 of the Companies Act, 2013.

m) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person or entity, including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall :

   i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries)

   ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

n) The Company has not received any fund from any person or entity, including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Company shall

   i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding Party (Ultimate Beneficiaries)

   ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

o) The Company has no such transaction which is not recorded in the books of accounts that has been voluntarily surrendered or disclosed as income during the year in the tax assessments under Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act,1961).

p) The Company has not operated in any crypto currency transactions.

Notes to the Financial Statements

As at March 31, 2025

All figures are in Rupees Lakhs unless otherwise mentioned

Note 36: Details of Securities Against Credit Facilities Availed

Nature of Security and Terms of Repayment of Long Term Borrowings (Secured Loan)

Particulars	Terms of Repayment (in months)	Rate of Interest (p.a.)	Number of Instalments Outstanding as in 31-03-2025 (in months)	Earnest Monthly Instalment (EMI) / Principal Amount (Rs. In Lakhs)	Closing Balance as at 31-03-25 (Rs. In Lakhs)	Nature of Security
HDFC - Vehicle Loan	60	9.00%	12	0.21	2.43	Hypothecation of Vehicle
HDFC - Vehicle Loan	72	7.74%	24	0.30	8.30	Hypothecation of Vehicle
HDFC - Vehicle Loan	60	7.40%	12	0.68	7.88	Hypothecation of Vehicle
HDFC - Vehicle Loan	60	8.75%	44	0.17	6.21	Hypothecation of Vehicle
HDFC - Vehicle Loan	60	8.90%	34	0.17	5.24	Hypothecation of Vehicle
HDFC - Vehicle Loan	48	11.45%	46	0.19	7.17	Hypothecation of Vehicle
HDFC - Vehicle Loan	60	8.75%	52	0.22	9.50	Hypothecation of Vehicle
HDFC - Vehicle Loan	60	9.20%	58	0.22	10.08	Hypothecation of Vehicle
BMW Financial Services	48	7.77%	45	1.27	98.12	Hypothecation of Vehicle
HDFC MSME Loan - II	61	9.25%	26	2.29	53.08	Charge on book debts, stock-in-trade, Fixed Deposits
Hewlett Packard Financial Services (India) P Ltd	36	13.76%	17	8.41	39.35	Hypothecation of Stock
Hewlett Packard Financial Services (India) P Ltd	36	13.91%	18	9.48	52.33	Hypothecation of Stock
ICICI - Vehicle Loan	55	9.00%	38	0.21	6.88	Hypothecation of Vehicle
Kotak Mahindra Prime Ltd- Vehicle Loan	60	7.40%	12	0.40	4.62	Hypothecation of Vehicle
Subtotal						**311.19**
Less : Current Maturities classfied under Short Term Borrowings (Secured Loan)						(71.98)
Long Term Borrowings (Secured Loan)						**239.21**

Notes to the Financial Statements

As at March 31, 2025

All figures are in Rupees Lakhs unless otherwise mentioned

Nature of Security and Terms of Repayment of Long Term Borrowings (Unsecured Loan)

Particulars	Terms of Repayment (in months)	Rate of Interest (p.a.)	Number of Instalments Outstanding as in 31-03-2025 (in months)	Earnest Monthly Instalment (EMI) / Principal Amount (Rs. In Lakhs)	Closing Balance as at 31-03-25 (Rs. In Lakhs)
Adithiya Birla - II	36	15.50%	33	1.76	47.79
Bajaj Finserv OD	96	16.00%	-	-	39.58
Kotak Mahindra Bank Limited	36	15.00%	33	3.49	92.88
Oxyzo Financial Service -II Loan	24	15.00%	22	6.06	115.95
L & T Finance Limited	36	15.50%	34	2.62	71.68
Subtotal					**367.87**
Less : Current Maturities classfied under Short Term Borrowings (Unsecured Loan)					(74.87)
Long Term Borrowings (Unsecured Loan)					**293.00**

Note 37

Ageing for trade payables outstanding as at March 31, 2025 is as follows:

Particulars	< 1 year	1-2 years	2-3 years	> 3 years	Total
MSME	123.10	1.19	-	-	124.29
Others	2,719.27	21.82	23.94	-	2,765.03
Disputed Dues - MSME	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-
	2,842.37	**23.02**	**23.94**	**-**	**2,889.32**
Accrued Expenses					
Total	**2,842.37**	**23.02**	**23.94**	**-**	**2,889.32**

Ageing for trade payables outstanding as at March 31, 2024 is as follows:

Particulars	< 1 year	1-2 years	2-3 years	> 3 years	Total
MSME	244.21	-	-	-	244.21
Others	2,436.54	35.77		-	2,472.31
Disputed Dues - MSME	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-
	2,680.75	**35.77**	**-**	**-**	**2,716.52**
Accrued Expenses					-
Total	**2,680.75**	**35.77**	**-**	**-**	**2,716.52**

Notes to the Financial Statements

As at March 31, 2025

All figures are in Rupees Lakhs unless otherwise mentioned

Note 38

Ageing for trade receivables outstanding as at March 31, 2025 is as follows:

Particulars	6 months - 1 year	1-2 years	2-3 years	> 3 years	Total
Undisputed Trade receivables – considered good	6,605.90	500.18	116.50	186.19	7,408.77
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	-	-	-
Disputed Trade Receivables– considered good	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-
Total	**6,605.90**	**500.18**	**116.50**	**186.19**	**7,408.77**
Less: Loss Allowance					-
Total Trade Receivables	**6,605.90**	**500.18**	**116.50**	**186.19**	**7,408.77**

Ageing for trade receivables outstanding as at March 31, 2024 is as follows:

Particulars	Not Due	< 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables – considered good	-	5,241.13		127.81		17.53	5,386.47
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables– considered good	-	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Total	**-**	**5,241.13**	**-**	**127.81**	**-**	**17.53**	**5,386.47**
Less: Loss Allowance							-
Total Trade Receivables	**-**	**5,241.13**	**-**	**127.81**	**-**	**17.53**	**5,386.47**

Notes to the Financial Statements

As at March 31, 2025

All figures are in Rupees Lakhs unless otherwise mentioned

Note 39: Ratio Analysis

Ratio	Numerator	Denominator	As at March 31, 2025	As at March 31, 2024	% Variance	Remarks
Current Ratio	Current Asset	Current Liabilities	1.92	2.35	-18%	
Debt-Equity Ratio	Total Debt	Total Shareholders Equity	0.43	0.23	85%	Due to increase in Borrowings in the Current Year
Debt Service Coverage Ratio	Earnings available for debt service	Total Interest and principal repayments	0.61	2.33	-74%	Due to increase in Borrowings in the Current Year
Return On Equity Ratio	Net Profit after Tax	Shareholder's Equity	0.18	0.23	-23%	
Inventory Turnover Ratio	Net Profit after Tax	Cost of Sales Average Inventory	3.15	4.03	-22%	
Trade Receivables turnover ratio	Revenue	Average Trade Receivables	2.92	4.87	-40%	Due to increase in Credit Sales
Trade payables turnover ratio	Purchases	Average Trade Payables	5.27	8.16	-35%	Better Management of Payables
Net capital turnover ratio	Revenue	Working Capital	2.35	2.30	2%	
Net profit ratio	Net Profit	Revenue	10.36%	12.70%	-18%	
Return on Capital employed	Earning before interest and taxes	Capital employed	27.54%	34.09%	-19%	

The accompanying notes are an integral part of the Financial Statements.

As per our Report of even date

For Krishaan & Co.,
Firm Regn No. : 001453S
Chartered Accountants

K Sundarrajan
Partner
Membership No. : 208431
UDIN: 25208431BMIFTF1473

Place : Chennai
Date : May 28,2025

For and on behalf of the Board of Directors of
Rox Hi-Tech Limited

Sukanya Rakesh
Director cum CFO
DIN: 01722486

Jim Rakesh
Managing Director
DIN: 01722482

Thenmozhi
Company Secretary cum Compliance Officer
M No: A66685

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF ROX HI-TECH LIMITED

(Formerly known as ROX Trading and Systems Private Limited)

Report on the Consolidated financial statements

Opinion

We have audited the accompanying Consolidated financial statements of **M/s. ROX Hi-Tech Limited ('the Company") (Formerly known as ROX Trading and Systems Private Limited),** and its subsidiaries ('collectively referred to as the Group"), which comprises the Consolidated Balance Sheet as at March 31, 2025, the Consolidated Statement of Profit and Loss, and Consolidated statement of cash flows for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies' Act,2013 ("Act"), in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, its profit/~~loss~~ and cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated financial statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Consolidated Financial Statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matters	How was the matter addressed in our Audit
Trade Payables	Our audit procedures in relation to trade payables included:
At 31 March 2025, the total trade payable balances included in Note No.9 was Rs.2922.71 Lacs	▪ Obtaining an understanding of and assessing the design, implementation and operating effectiveness of key internal controls over the existence and performance of Procurement activities;
For the year ended March 31, 2025 letters seeking confirmation of balance/statement of account were sent to vendors. Independent confirmations were received from a few parties and necessary adjustments, if any, were made.	▪ Selecting a sample of items of procurements made during the year ended 31st March 2025 and inspected underlying documentation to assess the Occurrence, Completeness, Authorization, Accuracy, Cut off and classification; ▪ Obtaining confirmations and / or account statements from selected accounts payables and reconciling to the vendor accounts; We assessed and validated the ageing profile of trade payables;
Accordingly, it has been determined as a key audit matter.	Confirmations have been sought from vendors and wherever received, the necessary adjustments required, if any, have been made. In respect of others, balance as per Books of Account has been adopted and no adjustments have been proposed.

INDEPENDENT AUDITORS' REPORT *(cont.)*

Key Audit Matters	How was the matter addressed in our Audit
Trade Receivables:	
At 31 March 2025, the total receivable balances net of provisions included in Note 16 was Rs. 7570.03 Lacs. For the year ended March 31, 2025 letters seeking confirmation of balance/ statement of account were sent to selected customers. Independent confirmations were received from a few parties and necessary adjustments, if any, were made. Accordingly, it has been determined as a key audit matter.	Our audit procedures in relation to trade receivables included: ▪ We assessed and validated the ageing profile of trade receivables; ▪ We assessed recoverability on a sample basis by reference to cash received subsequent to year-end and issue of credit notes post year-end, as necessary; ▪ Obtaining confirmations and / or account statements from selected customers and reconciling to the general ledger accounts; ▪ We considered the appropriateness of judgements regarding provisions for trade receivables and assessed whether these provisions were calculated in accordance with the Company's provisioning policies and / or whether there was evidence of management bias in provisioning, obtaining supporting evidence as necessary. Confirmations have been sought from customers and wherever received, the necessary adjustments required, if any, have been made. In respect of others, balance as per the books of account has been retained and necessary adjustments were made in these Financial Statements for doubtful cases based on subsequent collections. Hence no further adjustments are warranted. However the management should take necessary steps to ensure 100% compliance with regard to third party direct confirmations. Based upon the above, we satisfied ourselves that management has taken reasonable judgements that were materially supported by the available evidence in respect of the relevant receivable balances and also for doubtful recovery the provision has been provided. We did not encounter any issues through these audit procedures that indicated that provisioning in respect of trade receivables was inappropriate.
Valuation of Inventories	
The Company has Significant Inventory balance of Rs. 5183.91 lacs as of March 31,2025. According to the Significant Accounting Policy, the inventory is valued at the lower of cost or net realizable value. Inventory management, physical verification routines and costing of inventories are underlying key factors in determining the value of inventories.	Our audit procedures related to valuation of inventories included: ▪ Evaluating the appropriateness of the accounting policies applied in relation to Accounting standards. ▪ Testing of controls over inventory management and valuation. ▪ Performing substantive audit procedures in order to test the appropriateness of inventory valuation at the lower of cost or net realisable value as at reporting date by testing on a sample basis the relevant components related to valuation. In addition, we have assessed the appropriateness of the Group's disclosures in respect of inventory valuation.

INDEPENDENT AUDITORS' REPORT *(cont.)*

Information Other than the Consolidated financial statements and Auditor's Report Thereon:

The Company's Board of Directors is responsible for other information. The other information comprises the information included in the financial highlights, board's report but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance/conclusion thereon.

In Connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of audit or otherwise appears to be materially misstated. If, based on the work we performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management for the Consolidated Financial statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the respective Board of Directors of the Companies, incorporated in India, included in the Group are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Companies, incorporated in India, included in the Group are also responsible for overseeing the company's financial reporting process of the Group.

Auditor's Responsibility for the Audit of the Consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatements of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the

INDEPENDENT AUDITORS' REPORT *(cont.)*

circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of the management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability continue as going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the group to cease to continue as going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group, to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of the Company and its subsidiaries of which we are the independent Auditors. For the subsidiaries included in the Consolidated Financial Statements, the financial statements/ financial information as certified by the Management have been adopted by us. We remain solely responsible for our audit opinion considering the above.

We communicate with those charged with governance of the Company and its subsidiaries included in the consolidated financial statements of which we are the independent Auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit and in respect of the US subsidiaries we have relied on the certification of the Management in forming our opinion.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and we describe these matters in our Auditor's Report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statements/financial information of the subsidiaries and these unaudited financial statements/financial information as certified by the Management are based on the reports submitted by the Management. These financial statements/financial information reflect total assets of Rs.1098.39 lacs as at March 31,2025 and total revenue of Rs.1030.06 lacs for the year ended on that date, as considered in the consolidated Financial Statements. Our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiaries and our report in terms of sub sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid Subsidiaries is based solely on the financial information certified by the Management.

Our Opinion on the Consolidated Financial Statements, and our Report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the financial statements/financial information furnished to us by the Management.

INDEPENDENT AUDITORS' REPORT *(cont.)*

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.

   c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated financial statements.

   d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

   e) On the basis of the written representations received from the directors as on 31st March, 2025 taken on record by the Board of Directors of the Company and its subsidiaries none of the directors of the Group are disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.

   f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial control over financial reporting of those Companies, for reasons stated therein.

   g) With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act, as amended, we report that, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/provided by the Company to its directors during the period is in accordance with the provisions of section 197 read with Schedule V to the Act.

   h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Notes to the Financial Statements.

      (ii) The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

      (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group.

      (iv) A) The respective Management of the Company and its subsidiaries has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(is), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified

INDEPENDENT AUDITORS' REPORT *(cont.)*

in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

B) The respective Management of the Company and its subsidiaries has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries, and

C) Based on the audit procedures adopted by us, nothing has come to our notice that has caused us to believe that the representations made by the management under sub clause (A) and (B) above, contain any material misstatement.

(v) No Dividend declared or paid during the year by the Company.

(vi) Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with. Additionally, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

(vii) With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/"CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiaries included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

For Krishaan & Co.,
Firm Reg.No. 001453S
Chartered Accountants

K Sundarrajan
Partner
M.No. 208431
UDIN : 25208431BMIFTG6800

Place: Chennai
Date: May 28,2025

Annexure – A to the Independent Auditor's Report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Rox Hi-Tech Limited ("the Company"), its subsidiaries ('collectively referred to as the Group") as of March 31, 2025 in conjunction with our audit of the consolidated financial statements of the Group for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company, its Subsidiary are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Respective Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Group's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Group's internal financial controls system over financial reporting.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Group's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with

Annexure – A to the Independent Auditor's Report *(cont.)*

generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

a. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

b. provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

c. provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Group has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on:

a. Policies and procedures followed by the Company which ensure orderly and efficient conduct of business;

b. Consistent adherence to the Company's policies;

c. Procedures which safeguard the Company's fixed assets and current assets including receivables and cash and Bank Balances;

d. Maintenance of Company's accounting records with accuracy;

e. Capacity to complete and prepare accurate and reliable financial interpretations.

Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the Internal Financial Control over Financial Reporting with reference to Financial Statements in so far as it relates to the Subsidiaries, is based on the corresponding information certified by the Management.

For Krishaan & Co.,
Firm Reg.No. 001453S
Chartered Accountants

K Sundarrajan
Partner
M.No. 208431
UDIN : 25208431BMIFTG6800

Place: Chennai
Date: May 28,2025

Consolidated Balance Sheet

As at March 31, 2025

All figures are in Rupees Lakhs unless otherwise mentioned

Particulars	Notes	As at 31st March 2025
I EQUITY AND LIABILITIES		
1 Share holders' funds		
(a) Share Capital	3	2,283.64
(b) Reserves and Surplus	4	8,731.42
.		**11,015.06**
2 Non-current liabilities		
(a) Long-Term Borrowings	5	532.21
(b) Deferred Tax Liability [net]	6	240.69
(c) Long-term Provisions	7	49.57
		822.47
3 Current liabilities		
(a) Short-term borrowings	8	4,125.82
(b) Trade payables	9	
(A) Total outstanding dues of Micro and Small Enterprises; and		124.29
(B) Total outstanding dues of creditors other than Micro and Small Enterprises		2,798.41
(c) Other current liabilities	10	1,195.42
(d) Short-term provisions	11	496.94
		8,740.87
Total		**20,578.40**
II ASSETS		
1 Non Current Assets		
(a) Property, Plant & Equipment and Intangible Assets		
(i) Property, Plant & Equipment		1,517.16
(ii) Intangible assets		8.36
(iii) Capital work-in-progress	12	1,809.60
		3,335.12
(b) Non-current investments	13	0.80
(c) Other Non-Current Assets		508.02
		508.82
2 Current assets		
(a) Inventories	10	5,183.92
(b) Trade Receivables	11	7,570.03
(c) Cash and Cash equivalents	12	2,745.07
(d) Short-term loans and advances		1,186.87
(e) Other Current Assets	18	48.58
		16,734.46
3 Miscellaneous Expenditure (to the extent not written off or adjusted)		0.00
Total		**20,578.40**
Summary of Significant accounting policies	2.1	

The accompanying notes are an integral part of the Financial Statements.
As per our Report of even date
For Krishaan & Co.,
Firm Regn No. : 001453S
Chartered Accountants

K Sundarrajan
Partner
Membership No. : 208431
UDIN: 25208431BMIFTG6800

Place : Chennai
Date : May 28,2025

For and on behalf of the Board of Directors of
Rox Hi-Tech Limited

Sukanya Rakesh
Director cum CFO
DIN: 01722486

Jim Rakesh
Managing Director
DIN: 01722482

Thenmozhi
Company Secretary cum Compliance Officer
M No: A66685

Consolidated Statement of Profit and Loss

For the year ended 31 March 2025

All figures are in Rupees Lakhs unless otherwise mentioned

Particulars	Notes	For the year ended 31st March 2025
Revenue		
Revenue from Operations	13	18,745.74
Other Income	14	268.30
Total Revenue		**19,014.04**
Expenses		
Purchases	15	14,813.02
Changes in Inventories		(971.33)
Employee benefit expenses		1,285.00
Other Expenses	16	705.22
Total Expenses		**15,831.91**
EBITDA		**3,182.13**
Depreciation and amortisation expenses		105.66
Finance Costs	17	460.18
Preliminary Expenses written off		
Profit/(Loss) before Tax		**2,616.29**
Tax Expenses		
(1) Current tax		628.51
(2) MAT Credit Entitlement		-
(3) Earlier Year tax		-
(4) Deferred tax Expense / (Income)		(5.49)
Total Tax Expenses		623.02
Profit/(Loss) for the year		**1,993.27**
Earnings Per Equity Share [nominal value of share Rs. 10 (PY:Rs. 10]		
(1) Basic		8.73
(2) Diluted		8.73
Summary of Significant accounting policies	2.1	

The accompanying notes are an integral part of the Financial Statements.
As per our Report of even date
For Krishaan & Co.,
Firm Regn No. : 001453S
Chartered Accountants

K Sundarrajan
Partner
Membership No. : 208431
UDIN: 25208431BMIFTG6800

Place : Chennai
Date : May 28,2025

For and on behalf of the Board of Directors of
Rox Hi-Tech Limited

Sukanya Rakesh
Director cum CFO
DIN: 01722486

Jim Rakesh
Managing Director
DIN: 01722482

Thenmozhi
Company Secretary cum Compliance Officer
M No: A66685

Cash Flow Statement

For the year ended March 31, 2025

All figures are in Rupees Lakhs unless otherwise mentioned

Particulars		For the year ended 31st March 2025
A Cash flow from Operating Activities		
Net Profit before Tax		2,616.29
Adjustments for :		
Depreciation charged during the year	105.66	
Profit on Sale of Asset	(7.53)	
Foreign Currency Reserve	-	
Interest Income	(248.97)	
Interest Expense	435.46	**284.63**
Operating Profit before Working Capital Changes		2,900.91
Changes in working capital:		
Adjustments for (increase) / decrease in operating assets:		
Inventories	(5,183.92)	
Trade receivables	(7,570.03)	
Short-term loans and advances	(1,186.87)	
Long-term loans and advances	(556.60)	
Adjustments for increase / (decrease) in operating liabilities:		
Trade payables	2,922.71	
Other current liabilities	1,195.42	
Short-term provisions/borrowings	4,622.75	
Long-term provisions	49.57	(5,706.97)
Net Cash from Operating Activities before Tax		(2,806.05)
Net income tax (paid) / refunds		(628.51)
Net Cash from Operating Activities After Tax		(3,434.56)
B Cash flow from Investing Activities		
Changes on account of Consolidation	5,821.00	
Purchase of Investments	(0.80)	
Interest Received	248.97	
Increase in Non-Current Asset		
Proceeds from sale of Fixed Assets	10.50	
Net cash used in Investing Activities		6,079.67

Cash Flow Statement *(cont.)*

For the year ended March 31, 2025

All figures are in Rupees Lakhs unless otherwise mentioned

Particulars		For the year ended 31st March 2025
C	**Cash flow from Financing Activities**	
	Proceeds from share capital	3.19
	Proceeds from Long Term Borrowings	532.21
	IPO related expenses	
	Interest paid	(435.46)
	Net cash used in Financing Activities	99.94
	Net increase / (Decrease) in cash (A+B+C)	2,745.04
	Opening Balance of Cash and cash equivalents	0.00
	Closing Balance of Cash and cash equivalents	2,745.04

Summary of Significant accounting policies 2.1

The accompanying notes are an integral part of the Financial Statements.

As per our Report of even date

For Krishaan & Co.,
Firm Regn No. : 001453S
Chartered Accountants

K Sundarrajan
Partner
Membership No. : 208431
UDIN: 25208431BMIFTG6800

Place : Chennai
Date : May 28,2025

For and on behalf of the Board of Directors of
Rox Hi-Tech Limited

Sukanya Rakesh
Director cum CFO
DIN: 01722486

Jim Rakesh
Managing Director
DIN: 01722482

Thenmozhi
Company Secretary cum Compliance Officer
M No: A66685

Notes to the Consolidated Financial Statements

As at March 31, 2025

Note: 1 Company Overview & Significant Accounting Policies

Company Overview

The Company was incorporated as a Private Limited Company on 13th March 2002 under the provisions of the Companies Act 1956, bearing CIN:U51506TN2002PLC048598 and having its registered office at Old No.101B, New No.160, Mahalingapuram Main Road, Nungambakkam Chennai - 600034 India, with operating units across the Country.

The Company is engaged in the business of dealing in Computer Hardware components, pheripheral devices, all kinds of electronic data processing equipments, providing in all kinds of software, including packaged & Customized software & Implement software solutions in the domains like Customer Relationship Management(CRM), Supply chain Management (SCM) and Business Operations (BO) and to help the customers to solve the problems and challenges in business by implementing IBM's ON — DEMAND Solutions. Further the company is also running Software/hardware training Centers, Software Consultancy, System Studies, Management consultancy, techno economic feasibility studies of projects, design and development of management information systems in India and outside India and to focus on Identification, selection, training of Software manpower for onsite placement in India and outside India for its own use and/or clients use and recruitment and job placement services in India and outside India.

Note 2: Significant Accounting Policies

1. **Basis of accounting and preparation of consolidated financial statements**

   The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention.

Principles of Consolidation

Subsidiary

The financial statements of the Subsidiary Companies and the associates used in consolidation are drawn upto the reporting date of such subdiaries and associates.

The financial statements of the Holding Company and its subsidiaries have been combined on a line by line basis by adding together like items of assets, liabilities, income and expenses. Inter Company balances and transactions and unrealised profits or losses have been fully eliminated.

The excess of the cost to the parent of its investments in a subsidiary over the parent's portion of equity at the date on which investment in the subsidiary is made, is recognised as 'Goodwill (on Consolidation)'. When the cost to the parent of its investment in a subsidiary is less than the parent's portion of equity of the subsidiary at the date on which investment in the subsidiary is made, the difference is treated as 'Capital reserve (on Consolidation)' in the Consolidated financial statements.

Minority Interest in the net assets of the consolidated subsidiary consists of the amount of equity attributable to the minority shareholders at the date of investment in the subsidiary Company is made and further movements in their share in the equity,subsequent to date of investment.

On disposal of a subsidiary , the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

The share of profit/loss of associate companies is accounted under the Equity Method as per which the share of profit/loss of the Associate Company has been adjusted to the cost of investment. An associate is an enterprise in which the investor has significant influence and which is neither a subsidiary nor a joint venture.

Associates

The Company accounts for its share of post acquisition changes in net assets of associates,

Notes to the Consolidated Financial Statements

As at March 31, 2025

after eliminating unrealised profits and losses resulting from transactions between the Company and its associates to the extent of its share, through its Consolidated Profit and Loss Account, to the extent such change is attributable to the associates' Profit and Loss Statement and through its reserves for the balance based on available information.

The difference between the cost of investment in the associates and the share of net assets at the time of acquisition of shares in the associates is identified in the financial statements as Goodwill or Capital Reserve as the case may be.

As far as possible, the Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.

2 Revenue recognition:

The company derives its revenues primarily from Sale of computer servers, laptops, hardware pheripheral devices & derives service revenue from sale of customized softwares . Revenue from services provided under fixed price contracts, where the outcome can be estimated reliably, is recognized based on contract activity. Revenue on time-and-material contracts are recognized as the related services are performed and the revenues from the end of the last billing to the balance sheet date are recognized as unbilled revenues.

The Company's contracts with customers include contracts with multiple products and services. The Company derives revenue from IT services comprising software development and related services, maintenance, consulting and package implementation, licensing of software products and platforms across the Company's core and digital offerings and business process management services. In some cases, the company engages in some fixed price development contracts, including contracts with multiple performance obligations.

Revenue recognition in such contracts involve judgments relating to identification of distinct performance obligations, determination of transaction price for such performance obligations and the appropriateness of the basis used to measure revenue over a period. In case of fixed price development contracts where performance obligations are satisfied over a period of time, revenue is recognized based on management's estimate of contract efforts. The estimation of total efforts or costs involves significant judgement and is assessed throughout the period of the contract to reflect any changes based on the latest available information.

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured in accordance with AS-9, Revenue Recognition. Sales are recognized on accrual basis, and only after transfer of services to the customer.

Interest Income: Revenue is recognized on the time proportion basis after taking into account the amount outstanding and the rate applicable.

Dividend Income: Dividend Income is recognised when the owners right to receive payment is established.

Other Income : Other items of income and expenditure are recognized on accrual basis and as a going concern basis, and the accounting policies are consistent with the generally accepted accounting policies.

3 Property Plant and Equipment including Intangible assets:

"Property Plant and Equipments are stated at cost, less accumulated depreciation. Cost includes cost of acquisition including material cost, freight, installation cost, duties and taxes, and other incidental expenses, incurred up to the installation stage, related to such acquisition. Property, Plant and Equipments purchased in India by foreign currency are recorded in Rupees, converted at the exchange rate prevailed on the date of purchase. Intangible assets that are acquired by the Company are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortisation and any accumulated impairment loss."

Notes to the Consolidated Financial Statements

As at March 31, 2025

4 Depreciation & Amortisation:

The Company has applied the estimated useful lives as specified in Schedule II of the Companies Act 2013 and calculated the depreciation based on useful life of assets. Depreciation on new assets acquired during the year is provided from the date of acquisition to the end of the financial year. In respect of the assets sold during the year, depreciation is provided from the beginning of the year till the date of its disposal.

Intangible assets are amortised on a straight-line basis over the estimated useful life as specified in Schedule II of the Companies Act 2013. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss. In respect of the assets sold during the year, amortisation is provided from the beginning of the year till the date of its disposal.

Useful life of Property, Plant and Equipments

Category	Useful life
Computer & Accessories	3-6 years
Furniture & Fittings	10 years
Office Equipments	8 years
Softwares	8-10 years
Plant & Machinery	15 years
Electrical Fittings	10 years
Vehicles	10 years

5 Impairment of assets:

The Management periodically assesses using, external and internal sources, whether there is an indication that an asset may be impaired. An impairment loss is recognised wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is higher of the asset's net selling price and value in use, which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. Reversal of impairment loss is recognised immediately as income in the profit and loss account.

6 Use of estimates:

The preparation of the financial statements in conformity with Generally Accepted Accounting Principles requires the Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent assets and liabilities as at the date of the financial statements and the reported amounts of income and expenses during the year. Examples of such estimates include provisions for doubtful debts, income taxes, post - sales customer support and the useful lives of Property Plant and Equipments and intangible assets.

7 Inventories:

Hardware, Software and Product

Components:

Product Components are valued at lower of cost or net realizable value. Cost is determined on First-In-First Out basis.

Projects in Progress / Work in Progress:

Hardware equipments, softwares, development cost and other items are carried at the lower of cost and net realisable value. Cost is determined on a specific identification basis. Cost includes material cost, freight and other incidental expenses incurred in bringing the inventory to the present location / condition.

8 Trade Receivables:

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

9 Foreign currency transactions:

Domestic Operation:

I. Initial recognition :

A foreign currency transactions are recorded, on initial recognition in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Notes to the Consolidated Financial Statements

As at March 31, 2025

II . Measurement :

Foreign currency monetary items are reported using the closing rate.

Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction

Non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

III. Treatment of Foreign exchange :

Exchange differences arising on settlement/ restatement of foreign currency monetary assets and liabilities of the Company are recognised as income or expenses in the Statement of Profit and Loss

10 Employee Benefits:

A. Post-Employment benefits:

Defined benefit plan:

Gratuity liability is a defined benefit obligation and is unfunded. The Company accounts for liability for future gratuity benefits based on the actuarial valuation using Projected Unit Credit Method carried out as at the end of each financial year.

Defined contribution Plan:

Provident Fund: Eligible employees receive benefit from provident fund covered under the Provident Fund Act. Both the employee and the company make monthly contributions. The employer contribution is charged off to Profit & Loss Account as an expense.

11 Taxes on Income:

Income Tax expense is accounted for in accordance with AS-22 "Accounting for Taxes on Income" for both Current Tax and Deferred Tax stated below:

A. Current Tax:

Provision for current tax is made in accordance with the provisions of the Income Tax Act, 1961.

B. Deferred Tax:

Deferred tax is recognised, subject to the consideration of prudence, as the tax effect of timing difference between the taxable income and accounting income computed for the current accounting year using the tax rates and tax laws that have been enacted or substantially enacted by the balance sheet date.

Deferred tax assets are recognised and carried forward to the extent that there is a reasonable certainty, except arising from unabsorbed depreciation and carried forward losses, that sufficient future taxable income will be available against which such deferred tax assets can be realised.

12 Provisions and Contingent Liabilities:

A provision is recognised if, as a result of past event, the Company has a present legal obligation that can be estimated reliably and it is probable that an outflow of economic benefit will be required to settle the obligation. Provisions are determined by the best estimate of outflow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is possible obligation or present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

13 Earnings Per Share:

Basic Earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the net profit after tax by the weighted average number of shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential

Notes to the Consolidated Financial Statements

As at March 31, 2025

equity shares. The diluted potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value which is the average market value of the outstanding shares. Dilutive potential equity shares are deemed converted as at the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

14 Cash and Cash Equivalents:

The Company's cash and cash equivalents consist of cash on hand and in banks , which can be withdrawn at any time, without prior notice or penalty on the principal. For the purposes of the statement of cash flows, cash and cash equivalents include cash on hand, in banks are considered part of the Company's cash management system. In the balance sheet, bank overdrafts are presented under borrowings within current liabilities.

15 Cash Flow Statement:

Cash flows are reported using indirect method, whereby net profit/loss before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

16 Investments:

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

Notes to the Consolidated Financial Statements

As at March 31, 2025

All figures are in Rupees Lakhs unless otherwise mentioned

Note 3: SHARE CAPITAL

Particulars		31st March 2025
(a)	The Share Capital is classified as follows	
(i)	Authorised shares (Numbers)	
	2,50,00,000 (Previous year 2,50,00,000)Equity Shares of Rs. 10 each	**2,500.00**
(ii)	Issued, subscribed and fully paid-up shares (Numbers)	2,283.64
	2,28,36,350 (Previous Year 2,28,36,350) Equity Shares with par value of Rs. 10 each	
Total		**2,283.64**

The company has only one class of equity shares having at par value of Rs.10/- per share. Each holder of equity shares is entilted to one vote per share. The company will pay dividend in Indian rupees as and when declared. Dividend has not been proposed by the Board of Directors for the year.

In the event of liquidation of the company, the holders of equity shares will be entilted to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be proportion to the number of equity shares held by the shareholders.

The reconciliation of number of shares outstanding and the amount of share capital as at March 31, 2025

Particulars	As at 31 March 2025	
	Numbers of Shares	Amount
No. of Shares at the beginning of the year	228.36	2,283.64
No. of Shares Issued during the year	0.00	0.00
No. of Shares at the End of the year	228.36	2,283.64

Equity shares held by each shareholder holding more than 5% shares and No of shares held

Name of Shareholders	No of shares	% holding
Jim Rakesh	103.00	45.10
Sukanya Rakesh	22.65	9.92
Janet Rekha	9.14	4.00
Total number of shares outstanding	**134.79**	

Details of shareholding of Promoters

Name	No. of Shares	% of Total Shares
Jim Rakesh	103.00	45.10
Sukanya Rakesh	22.65	9.92
Janet Rekha	9.14	4.00

Notes to the Consolidated Financial Statements

As at March 31, 2025

All figures are in Rupees Lakhs unless otherwise mentioned

Note 4: RESERVES AND SURPLUS

	Particulars		31st March 2025
	The Reserves and Surplus are classified as follows:		
	Securities Premium Reserve		
	Opening balance	4,110.69	
	Add: Additions during the year	3.19	
	Less: Issue Expenses	0.00	4,113.87
	General Reserve		
	Opening balance	2,857.36	
	Add: Additions during the year	0.00	
	Less: Transferred to Other Reserves (Dividend, Bonus, other reserves)	0.00	2,857.36
	Foreign Currency Reserve		
	Opening Balance		
	Add: Additions during the year	5.85	5.85
	Surplus / (Deficit) in the Statement of Profit and Loss		
	Balance as per last financial statements	-	
	Profit / (Loss) for the year	1,993.27	
	Total Surplus available for appropriations	1,993.27	
	Total		
	Less: Appropriations:		
	Adjustment for Deferred Tax on Fixed Asset	238.94	
	Transfer to General Reserve	-	
	Total appropriations	-	
(a)(iv)	Net Surplus in the Statement of Profit and Loss		1,754.33
	Total		**8,731.42**

Notes to the Consolidated Financial Statements

As at March 31, 2025

All figures are in Rupees Lakhs unless otherwise mentioned

Note 5: LONG TERM BORROWINGS

Particulars		31st March 2025
The Long term borrowings are classified as follows:		
Secured Loans		
Hire purchase loans	166.42	
Other Loans from Banks and NBFCs	144.76	
Less : Current Maturities classfied under Short Term Borrowings (Secured Loan)	(71.98)	**239.21**
Unsecured Loans		
Term Loans from Banks and NBFCs	367.87	
Unsecured Loans from Director	0.00	
Other Unsecured Loans	0.00	
Less : Current Maturities classfied under Short Term Borrowings (Unsecured Loan)	(74.87)	**293.00**
Total		**532.21**

Other Notes

Refer Note 36 for terms of repayment, nature of Security and other relevant details.

There are no defaults in the repayment of interest and/or principal amount of the loans during the current year.

Note 6: DEFERRED TAX LIABILITIES (NET)

Particulars	31st March 2025
The Deferred Tax Liabilities is as follows:	
Deferred Tax Liability	
Fixed Assets: Impact of difference between tax depreciation and depreciation / amortisation charged for the financial reporting	253.17
Gross deferred tax liability	**12.48**
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis.	
Provision for diminution in the value of investments	0.00
Provision for bad and doubtful debts	0.00
Gross deferred tax asset	12.48
Net Deferred Tax [(Asset)/Liability]	**240.69**

Notes to the Consolidated Financial Statements

As at March 31, 2025

All figures are in Rupees Lakhs unless otherwise mentioned

Note 7: LONG TERM PROVISIONS

Particulars	31st March 2025
The Long term provisions are classified as follows:	
Provision for employee benefits	
Provision for gratuity	49.57
Total	**49.57**

Note 8: SHORT TERM BORROWINGS

Particulars		31st March 2025
The Short Term borrowings are classified as follows:		
Loans repayable on Demand from Banks, Secured		
Secured Loans		
Current Maturities of Long-term borrowings	71.98	
Overdrafts from Banks & NBFCs	1,979.86	
Invoice Factoring	1,999.11	**4,050.95**
Unsecured Loans		
Current Maturities of Long-term borrowings	74.87	
Short Term Borrowings from NBFCs	-	
Loans from related parties & others	-	74.87
Total		**4,125.82**

Other Notes:

Details of Securities Against Credit Facilities Availed

Particulars	Nature of Facility	Rate of Interest	Nature of security
HSBC Bank Limited	Overdraft	10.14%	Hypothecation of stock and debtors, Equitable Mortgage of Immovable Property owned by Directors, Secured against Fixed Deposit and Personal & Corporate Guarantee of Promoters
HSBC Bank Limited	Cash Credit	10.14%	

Notes to the Consolidated Financial Statements

As at March 31, 2025

All figures are in Rupees Lakhs unless otherwise mentioned

Note 9: TRADE PAYABLES

Particulars		31st March 2025
The trade payables are classified as follows:		
Dues to Micro and Small Enterprises	124.29	
Dues to enterprises other than Micro and Small Enterprises	2,798.41	
		2,922.71
Total		**2,922.71**

Other Notes

Particulars	31st March 2025
Trade payables include due to Related parties	367.08

Refer Note 37 for Ageing of Creditors

There are no interest amounts paid or payable to Micro and Small Enterprises. The information in relation to dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information available with the Company, which has been relied upon by the Auditors.

Note 10: OTHER CURRENT LIABILITIES

Particulars	31st March 2025
The Other Current Liabilities are classified as follows:	
Others	
Employees State Insurance Payable	0.02
Tax Deducted at Source Payable	17.54
Provident Fund Payable	4.03
Goods & Services Tax payable	318.12
Advance received from Customers	794.39
Other Current Liabilities	61.33
Total	**1,195.42**

Note 11: SHORT TERM PROVISIONS

Particulars	31st March 2025
The Short term provisions are classified as follows:	
Other provisions	
For Proposed Dividend	0.00
Provision for Tax (net of Advance Taxes)	496.94
Total	**496.94**

Notes to the Consolidated Financial Statements

As at March 31, 2025

All figures are in Rupees Lakhs unless otherwise mentioned

Note 12: FIXED ASSETS

Group	Particulars	Original Cost				Depreciation and amortisation				Net Block	
		As at Mar 31, 2024	Additions during the year	Deletions during the year	As at Mar 31, 2025	As at Mar 31, 2024	For the year	On Deletions	As at Mar 31, 2025	As at Mar 31, 2025	As at Mar 31, 2024
Tangible Assets	Land	289.51			289.51	0.00			0.00	289.51	289.51
Tangible Assets	Plant and Machinery	0.69			0.69	0.69	0.00		0.69	0.00	0.00
Tangible Assets	Office Equipment	40.72	25.64	0.00	66.37	19.41	5.10	0.00	24.51	41.85	21.31
Tangible Assets	Furniture and fittings	156.34	34.34	0.00	190.67	35.62	13.80	0.00	49.42	141.26	120.72
Tangible Assets	Electrical Fittings	1.81	22.34		24.15	1.62	1.49		3.10	21.05	0.20
Tangible Assets	Computer	714.94	233.05		947.98	96.91	68.36		165.27	782.72	618.03
Tangible Assets	Motor Vehicles	212.62	176.81	34.68	354.75	116.94	15.75	31.70	101.00	253.76	95.68
Intangible Assets	Software	21.07	0.70		21.78	12.26	1.16		13.42	8.36	8.81
Capital Work in Progress			1,809.60		1,809.60	0.00			0.00	1,809.60	
TOTAL		**1,437.71**	**2,302.47**	**34.68**	**3,705.51**	**283.45**	**105.65**	**31.70**	**357.40**	**3,348.10**	**1,154.26**
Previous year figures		640.53	797.95	0.77	1,437.71	214.74	68.71	0.00	283.45	1,154.26	425.79
Summary											
Total Tangible Assets		1,416.63	479.18	34.68	1,861.14	271.18	104.69	31.70	343.98	1,517.16	1,145.44
Total Intangible Assets		21.07	0.70	-	21.78	12.26	1.16	-	13.42	8.36	8.81

Capital work in progress as on March 31, 2025 and March 31, 2024

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in Progress*					
As at March 31,2025	1,809.60	0.00	0.00	0.00	1,809.60
As at March 31,2024	0.00	0.00	0.00	0.00	0.00
Projects temporarily suspended					
As at March 31,2025	0.00	0.00	0.00	0.00	0.00
As at March 31,2024	0.00	0.00	0.00	0.00	0.00

*There are no projects in progress under capital work-in-progress whose completion is overdue or has exceeded its cost compared to its original plan.

Notes to the Consolidated Financial Statements

As at March 31, 2025

All figures are in Rupees Lakhs unless otherwise mentioned

Note 13: NON CURRENT INVESTMENTS

Particulars	31st March 2025
The Non-current investments are classified as follows:	
Other investments	
Investments In equity instruments*	0.80
Total	**0.80**

* Refer note 26 for details of investment.

Other notes

(i) The Investments are carried at cost

(ii) The Investments are Unquoted Investments.

(iii) Provision for Diminution in the Value of Investment is considered during the year as per the Management assessment.

Note 14: OTHER NON-CURRENT ASSETS

Particulars	31st March 2025
The Other Non-current assets are classified as follows:	
Unsecured, considered good	
Security Deposits	400.92
Other Loans and Advances	
Loans and Advances	107.10
Total	**508.02**

Other notes

Security Deposits include Rs.245.65 lacs deposited with a bank as margin money/ EMD for guarantees issued to Customers and others. (As at March 31, 2024 Rs.195.75 lakhs)

Note 15: INVENTORIES

Particulars	31st March 2025
The Inventories are classified as follows:	
(At cost or below)	
Traded Goods	2,738.82
Work-in-progress	2,445.09
Less: Provision for diminution in value	0.00
Total	**5,183.92**

Notes to the Consolidated Financial Statements

As at March 31, 2025

All figures are in Rupees Lakhs unless otherwise mentioned

Note 16: TRADE RECEIVABLES

Particulars		31st March 2025
The Trade Receivables are classified as follows:		
Secured, Considered Good	-	
Unsecured, Considered Good	7,570.03	
		7,570.03
Less: Provision for Bad and Doubtful debts		-
Total		**7,570.03**

Other Notes

Particulars	31st March 2025
Trade Receivables include due from Related parties	1,159.68

Note 17: CASH AND CASH EQUIVALENTS

Particulars		31st March 2025
The Cash and Cash Equivalents are classified as follows:		
Balances with Banks		
Balances with Banks in Indian Rupees		
- On Current accounts	7.85	
- On Deposit accounts	2,737.17	2,745.02
Cash on Hand		0.05
Total		**2,745.07**

Note 18: SHORT TERM LOANS AND ADVANCES

Particulars	31st March 2025
The Short term Loans and Advances are classified as follows:	
(Unsecured, considered good)	
Others	
For supply of goods and rendering of services	51.50
Advance Income Taxes (net of provision for taxation)	108.29
Prepaid expenses	465.68
Balances with Government Authorities	561.39
Total	**1,186.87**

Notes to the Consolidated Financial Statements

As at March 31, 2025

All figures are in Rupees Lakhs unless otherwise mentioned

Note 19: OTHER CURRENT ASSETS

Particulars	31st March 2025
The Other Current Assets are classified as follows:	
(Unsecured, considered good)	
Others	-
Interest accrued on deposits	48.58
Total	**48.58**

Note 20: REVENUE FROM OPERATIONS

Particulars	For the year ended March 31, 2025
(a) The Revenue from Operations are classified as follows:	
(i) Sale of Products and Services	18,745.74
(ii) Increase / (Decrease) in Unbilled Revenue	0.00
Total	**18,745.74**

(b) Other Notes

	For the year ended March 31, 2025
(i) The Sale of Products and Services are classified as follows:	
Sale of Services	3,604.72
Sale of Products-Exports	98.97
Sale of Products-Domestic	15,042.05
Total	**18,745.74**
(ii) Revenue generated from Private Company in Which Director is a Director / Member, which is included above	102.49

Note 21: OTHER INCOME

Particulars	For the year ended March 31, 2025
(a) The Other Income are classified as follows:	
Interest Income from Bank deposits	248.97
Profit / (Loss) on sale of Fixed Assets	7.53
Other non-operating income	11.81
Total	**268.30**

Notes to the Consolidated Financial Statements

As at March 31, 2025

All figures are in Rupees Lakhs unless otherwise mentioned

Note 22: EMPLOYEE BENEFIT EXPENSES

Particulars	For the year ended March 31, 2025
(a) The Employees benefit expenses are classified as follows:	
Salaries and Wages	644.36
Contribution to - Provident and Other Funds	23.02
- Gratuity Fund	5.58
Directors Remuneration	96.37
Staff Welfare Expenses	68.65
Consultancy Charges	447.02
Total	**1,285.00**

Note 23: OTHER EXPENSES

Particulars	For the year ended March 31, 2025
(a) The Other Expenses are classified as follows:	
Professional Charges	66.81
Freight Charges	24.74
Rent	88.22
Rates and Taxes	17.93
Insurance Charges	34.01
Travelling and Conveyance Expenses	104.82
Repairs and Maintenance expenses	62.30
Postage and Telephone	5.05
Security Charges	5.42
Auditors' Remuneration	9.00
Directors' Sitting Fees	5.00
Power and Fuel	25.06
Exchange Fluctuation (Gain) / Loss	0.20
Business Development Expenses	71.01
CSR Expenses	33.23
Selling Expenses	98.10
Donations	3.41
Miscellaneous Expenses	50.89
Total	**705.22**

Notes to the Consolidated Financial Statements

As at March 31, 2025

All figures are in Rupees Lakhs unless otherwise mentioned

Note 24: FINANCE COSTS

Particulars	For the year ended March 31, 2025
(a) The Finance Costs are classified as follows:	
Interest Expenses	435.46
Loan Processing Charges	24.71
Bank charges	0.01
Total	**460.18**

Note 25: CONTINGENT LIABILITIES AND COMMITMENTS

Particulars	As at March 31, 2025
Claims against the company not acknowledged as debt *	0.00
Guarantees	0.00
Other money for which the Company is contingently liable	0.00

Note 26: ENTERPRISES CONSOLIDATED AS SUBSIDIARY IN ACCORDANCE WITH AS 21- CONSOLIDATED FINANCIAL STATEMENTS

Name of the Enterprise	Country of incorporation	Proportion of ownership interest
ROX Hitech LLC	USA	0.51
ROX Hitech, Mauritius	Mauritius	0.51
ROX Hitech Pte Limited	Singapore	0.51

Note 27: EARNINGS AND EXPENDITURE IN FOREIGN EXCHANGE

Description	March 31,2025
Earnings in Foreign Currency	
FOB Value of Exports & Services	3.91
Expenditure Incurred In Foreign Currency	
Import of Trade Goods	9.29

Difference due to currency fluctuations included in Statement of Profit & Loss , Net Profit /(Loss) of Rs.(0.20) Lacs

Notes to the Consolidated Financial Statements

As at March 31, 2025

All figures are in Rupees Lakhs unless otherwise mentioned

Note 28: DISCLOSURE UNDER MSME ACT,2006 (AS PER INFORMATION RECEIVED FROM THE VENDOR)

Particulars		March 31,2025
i)	a) Principal amount remaining unpaid *	124.29
	b) Interest amount remaining unpaid	-
ii)	Interest and principal amount paid beyond appointed date	-
iii)	Amount and interest due and payable for the period of delay in making payment (which have been paid but beyond the appointment day during the year) but without adding the interest specified under this Act.	-
iv)	Interest accrued and remaining unpaid	-
v)	Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise.	-

NOTE 29: Other Notes

a) In the opinion of the Board of Directors of the Company, the Work - in - Progress, Sundry Debtors and Loans & Advances have a value in the ordinary course of business, at least equal to the amounts at which they are stated in the accounts.

b) Confirmations of Balance have been sought from Parties and necessary adjustments have been made wherever applicable from those received. In respect of others, the balances as appearing in the books have been adopted.

NOTE 30: RELATED PARTY DISCLOSURES

Names of related parties and relationship

Relation	Name of the Party	Designation
Key Management Personnel	Jim Rakesh	Managing Director
	Suganya Rakesh	Whole - Time Director & CFO
	Senthil Kumar MM	Whole - Time Director
	Thenmozhi	Company Secretary and Compliance officer
Enterprises in which Directors have	ROX Technology & Solutions Private Limited	
Significant Influence	Nisiteq Solutions	

The above information furnished by the Management has been relied upon by the Auditors

The disclosure is made as per AS -18

Notes to the Consolidated Financial Statements

As at March 31, 2025

All figures are in Rupees Lakhs unless otherwise mentioned

Particulars	Enterprises in which Control exists	Key Management Personnel
	31 March 2025	31 March 2025
Sale of Services	102.49	-
Purchase of Accessories	454.61	-
Expenses		
Professional Fees	-	26.40
Remuneration	-	96.37
Sitting fees	-	5.00
Outstanding at the Year end		
Trade Payables	367.08	-
Trade Receivables	224.67	-
Investments	-	-

The above information furnished by the Management has been relied upon by the Auditors

Note 31: SEGMENT REPORTING

The entire operations of the Company relate only to one segment viz. 'Sale of Computer hardware components pheripheral devices, all kinds of electronic data processing equipments, providing in all kinds of software, including packaged & Customized software & Implement software solutions.' and hence no disclosure are required to be provided. The business segment have been identified on the basis of the nature of products and services, the risks and returns, internal organisation and management structure and the internal performance reporting systems.

Company's operation in different territories does not have significantly differing risks and returns.

Note 32: EARNING PER SHARE

Particulars	For the year ended March 31, 2025
Net profit/(loss) for the year from continuing operations	1,993.27
Net profit attributable to Equity Shareholders	1,993.27
Weighted average number of equity shares	228.36
Par value of shares in Rupees	10.00
Basic and diluted earnings per share in Rupees	8.73

Notes to the Consolidated Financial Statements

As at March 31, 2025

All figures are in Rupees Lakhs unless otherwise mentioned

Note 33: NOTE ON EMPLOYEE BENEFITS

Amount recognized as expense included in 'Contribution to Provident and Other Funds' under :

Defined contribution plans	March 31,2025
Contribution to Provident Fund	23.02
Contribution to Employees State Insurance	
Total	**23.02**

Post Employment Obligations - Gratuity

(i) Reconciliation of opening and closing balance of gratuity obligations:

Particulars	March 31,2025
Net Liability as at the beginning of the period	44.00
Net Expenses in Profit and loss Account	5.58
Benefits Paid	-
Net Liability as at the end of the period	49.57
Present Value of Gratuity Obligation (Closing)	49.57

(ii) Expenses recognised in Statement of Profit and Loss during the year:

Particulars	March 31,2025
Interest Cost	3.17
Current Service Cost	2.97
Past Service Cost	-
Expected Return on Plan Assets	-
Curtailment Cost (Credit)	-
Settlement Cost (Credit)	-
Net Actuarial (gain) / loss	(0.56)
Net Expenses to be recognized in P&L	**5.58**

(iii) Changes in Benefit Obligations:

Particulars	March 31,2025
Opening Defined benefit Obligation	44.00
Current service cost	2.97
Interest cost for the year	3.17
Actuarial losses (gains)	(0.56)
Benefits paid	-
Closing Defined benefit Obligation	**49.57**

Notes to the Consolidated Financial Statements

As at March 31, 2025

All figures are in Rupees Lakhs unless otherwise mentioned

(iv) Actuarial assumptions:

Particulars	March 31,2025
Rate of discounting	0.07
Salary Escalation	0.07
Attrition Rate	0.10
Mortality rate during employment Indian	Indian Assured Lives Mortality (2012-14) Ultimate

Note 34:EXPENDITURE INCURRED ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

	Particulars	March 31,2025
(i)	Amount required to be spent by the Company during the year	33.23
(ii)	Amount of expenditure incurred	33.23
(iii)	Shortfall at the end of the year	-
(iv)	Total of previous year Shortfall	-
(v)	Reasons for Shortfall	Not Applicable
(vi)	Details of related party transactions, e.g., contribution to a trust controlled by the Company in relation to CSR expenditure as per relevant Accounting Standard,	-
(vii)	Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately	Not Applicable

Nature of CSR Activities : promotion of education of children in rural areas.

Note 35: ADDITIONAL REGULATORY INFORMATION

a) The Title deeds of the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.

b) The Company does not have any investment property.

c) The Company has not revalued its Property, Plant and Equipment (including Right to Use Assets).

d) The Company has not revalued its Intangible Assets.

e) The Company has not granted Loans or Advances in the nature of loan to related parties (As per Companies Act, 2013).

f) No proceedings have been initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

g) The Company has been sanctioned working capital limits in excess of Rs. Five crores in aggregate from banks during the year. The quarterly returns or statements of Current Asset filed by the Company are in agreement with the Books of Account.

h) The Company is not declared as "willful defaulter" by any bank or financial institution or other lender.

Notes to the Consolidated Financial Statements

As at March 31, 2025

All figures are in Rupees Lakhs unless otherwise mentioned

i) There are no transactions with the Companies whose name struck off under section 248 of The Companies Act, 2013 or section 560 of Companies Act, 1956 during the year ended 31 March, 2025

j) All applicable cases where registration of charges or satisfaction is required to be filed with Registrar of Companies have been filed. No registration or satisfaction is pending at the year ended 31 March 2025.

k) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.

l) No scheme of arrangement has been approved by the competent authority in terms of Section 230 to 237 of the Companies Act, 2013.

m) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person or entity, including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall :

   i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries)

   ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

n) The Company has not received any fund from any person or entity, including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Company shall

   i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding Party (Ultimate Beneficiaries)

   ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

o) The Company has no such transaction which is not recorded in the books of accounts that has been voluntarily surrendered or disclosed as income during the year in the tax assessments under Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act,1961).

p) The Company has not operated in any crypto currency transactions.

Note 36: Details of Securities Against Credit Facilities Availed

Nature of Security and Terms of Repayment of Long Term Borrowings (Secured Loan)

Particulars	Terms of Repayment (in months)	Rate of Interest (p.a.)	Number of Instalments Outstanding as in 31-03-2025 (in months)	Earnest Monthly Instalment (EMI) / Principal Amount (Rs. In Lakhs)	Closing Balance as at 31-03-25 (Rs. In Lakhs)	Nature of Security
HDFC - Vehicle Loan	60.00	0.09	12.00	0.21	2.43	Hypothecation of Vehicle
HDFC - Vehicle Loan	72.00	0.08	24.00	0.30	8.30	Hypothecation of Vehicle
HDFC - Vehicle Loan	60.00	0.07	12.00	0.68	7.88	Hypothecation of Vehicle
HDFC - Vehicle Loan	60.00	0.09	44.00	0.17	6.21	Hypothecation of Vehicle
HDFC - Vehicle Loan	60.00	0.09	34.00	0.17	5.24	Hypothecation of Vehicle
HDFC - Vehicle Loan	48.00	0.11	46.00	0.19	7.17	Hypothecation of Vehicle
HDFC - Vehicle Loan	60.00	0.09	52.00	0.22	9.50	Hypothecation of Vehicle

Notes to the Consolidated Financial Statements

As at March 31, 2025

All figures are in Rupees Lakhs unless otherwise mentioned

Particulars	Terms of Repayment (in months)	Rate of Interest (p.a.)	Number of Instalments Outstanding as in 31-03-2025 (in months)	Earnest Monthly Instalment (EMI) / Principal Amount (Rs. In Lakhs)	Closing Balance as at 31-03-25 (Rs. In Lakhs)	Nature of Security
HDFC - Vehicle Loan	60.00	0.09	58.00	0.22	10.08	Hypothecation of Vehicle
BMW Financial Services	48.00	0.08	45.00	1.27	98.12	Hypothecation of Vehicle
HDFC MSME Loan - II	61.00	0.09	26.00	2.29	53.08	Charge on book debts, stock-in-trade, Fixed Deposits
Hewlett Packard Financial Services (India) P Ltd	36.00	0.14	17.00	8.41	39.35	Hypothecation of Stock
Hewlett Packard Financial Services (India) P Ltd	36.00	0.14	18.00	9.48	52.33	Hypothecation of Stock
ICICI - Vehicle Loan	55.00	0.09	38.00	0.21	6.88	Hypothecation of Vehicle
Kotak Mahindra Prime Ltd- Vehicle Loan	60.00	0.07	12.00	0.40	4.62	Hypothecation of Vehicle
Subtotal						**311.19**
Less : Current Maturities classfied under Short Term Borrowings (Secured Loan)						(71.98)
Long Term Borrowings (Secured Loan)						**239.21**

Nature of Security and Terms of Repayment of Long Term Borrowings (Unsecured Loan)

Particulars	Terms of Repayment (in months)	Rate of Interest (p.a.)	Number of Instalments Outstanding as in 31-03-2025 (in months)	Earnest Monthly Instalment (EMI) / Principal Amount (Rs. In Lakhs)	Closing Balance as at 31-03-2025 (Rs. In Lakhs)
Adithiya Birla - II	36.00	0.16	33.00	1.76	47.79
Bajaj Finserv OD	96.00	0.16	-	0.00	39.58
Kotak Mahindra Bank Limited	36.00	0.15	33.00	3.49	92.88
Oxyzo Financial Service -II Loan	24.00	0.15	22.00	6.06	115.95
L & T Finance Limited	36.00	0.16	34.00	2.62	71.68
Subtotal					**367.87**
Less : Current Maturities classfied under Short Term Borrowings (Unsecured Loan)					(74.87)
Long Term Borrowings (Unsecured Loan)					**293.00**

Notes to the Consolidated Financial Statements

As at March 31, 2025

All figures are in Rupees Lakhs unless otherwise mentioned

Note 37

Ageing for trade payables outstanding as at March 31, 2025 is as follows:

Particulars	< 1 year	1-2 years	2-3 years	> 3 years	Total
MSME	123.10	1.19	0.00	0.00	124.29
Others	2,719.27	21.82	23.94	0.00	2,765.03
Disputed Dues - MSME	0.00	0.00	0.00	0.00	0.00
Disputed Dues - Others	0.00	0.00	0.00	0.00	0.00
	2,842.37	**23.02**	**23.94**	**0.00**	**2,889.32**
Accrued Expenses					
Total	**2,842.37**	**23.02**	**23.94**	**0.00**	**2,889.32**

Note 38

Ageing for trade receivables outstanding as at March 31, 2025 is as follows:

Particulars	6 months - 1 year	1-2 years	2-3 years	> 3 years	Total
Undisputed Trade receivables – considered good	6,605.90	500.18	116.50	186.19	7,408.77
Undisputed Trade Receivables – which have significant increase in credit risk	0.00	0.00	0.00	0.00	0.00
Undisputed Trade Receivables – credit impaired	0.00	0.00	0.00	0.00	0.00
Disputed Trade Receivables– considered good	0.00	0.00	0.00	0.00	0.00
Disputed Trade Receivables – which have significant increase in credit risk	0.00	0.00	0.00	0.00	0.00
Disputed Trade Receivables – credit impaired	0.00	0.00	0.00	0.00	0.00
Total	**6,605.90**	**500.18**	**116.50**	**186.19**	**7,408.77**
Less: Loss Allowance					0.00
Total Trade Receivables	**6,605.90**	**500.18**	**116.50**	**186.19**	**7,408.77**

Notes to the Consolidated Financial Statements

As at March 31, 2025

All figures are in Rupees Lakhs unless otherwise mentioned

Note 39: Ratio Analysis

Ratio	Numerator	Denominator	As at March 31, 2025	% Variance	Remarks
Current Ratio	Current Asset	Current Liabilities	1.92	-	
Debt-Equity Ratio	Total Debt	Total Shareholders Equity	0.43	-	
Debt Service Coverage Ratio	Earnings available for debt service	Total Interest and principal repayments	0.61	-	
Return On Equity Ratio	Net Profit after Tax	Shareholder's Equity	0.18	-	
Inventory Turnover Ratio	Net Profit after Tax	Cost of Sales Average Inventory	3.15	-	
Trade Receivables turnover ratio	Revenue	Average Trade Receivables	2.92	-	
Trade payables turnover ratio	Purchases	Average Trade Payables	5.27	-	
Net capital turnover ratio	Revenue	Working Capital	2.35	-	
Net profit ratio	Net Profit	Revenue	0.10	-	
Return on Capital employed	Earning before interest and taxes	Capital employed	0.28	-	

The accompanying notes are an integral part of the Financial Statements.

As per our Report of even date
For Krishaan & Co.,
Firm Regn No. : 001453S
Chartered Accountants

K Sundarrajan
Partner
Membership No. : 208431
UDIN: 25208431BMIFTG6800

Place : Chennai
Date : May 28,2025

For and on behalf of the Board of Directors of
Rox Hi-Tech Limited

Sukanya Rakesh
Director cum CFO
DIN: 01722486

Jim Rakesh
Managing Director
DIN: 01722482

Thenmozhi
Company Secretary cum Compliance Officer
M No: A66685

ROX HI-TECH LIMITED

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