



**CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF HYREFOX CONSULTANTS LIMITED IN THEIR 7<sup>TH</sup> ANNUAL GENERAL MEETING HELD ON FRIDAY, 19<sup>TH</sup> SEPTEMBER, 2025 AT 11:00 AM AND CONCLUDED AT 12:30 P.M. AT ITS REGISTERED OFFICE SITUATED AT 828, FRONTIER COLONY, ADARSH NAGAR, JAIPUR, 302004**

**APPROVAL OF THE INITIAL PUBLIC OFFERING ("IPO") AND ALL ACTIONS INCIDENTAL THERETO:**

**"RESOLVED THAT**, pursuant to the provisions of section 23 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules framed thereunder ("Act"), including any amendment thereto or re-enactment thereof, and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("SEBI ICDR Regulations") (including any amendment thereto or re-enactment thereof), the Foreign Exchange Management Act, 1999 ("FEMA"), as amended, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon, from time to time, by the Reserve Bank of India or any other relevant statutory and other authorities to the extent applicable, and subject to such approvals, consents, permissions and sanctions as may be necessary, the consent of the members of the Company be and is hereby accorded to create, issue, offer and allot equity shares of face value ₹10/- (Rupees Ten only) each ("Equity Shares") at a price including premium to be determined in accordance with SEBI ICDR Regulations, up to 31,00,000 (Thirty one Lakhs) Equity Shares including the allotment to Market Maker in accordance with Regulation 261 of Chapter IX of SEBI ICDR Regulations or any other statutory requirement, at par or premium, for cash or other consideration, on such terms as may be finalized by the Board (such issue referred to as "Public Issue/IPO") to eligible investors including individuals, companies, institutions, QIBs, NRIs, FIIs, mutual funds, and others.

**RESOLVED FURTHER THAT**, such equity shares may also be issued on a pre-IPO placement basis to permitted categories as per SEBI ICDR Regulations and other applicable laws, on such terms as the Board or its committees may deem beneficial, including negotiating and executing necessary documentation and settling any questions or doubts."

**RESOLVED FURTHER THAT** equity shares not subscribed may be disposed of by the Board to such persons and in such manner as it considers most beneficial to the Company, including placements with banks, financial institutions, mutual funds, FIIs, corporates, or others subject to SEBI ICDR and other regulations.

For HYREFOX CONSULTANTS LIMITED

DIRECTOR

**HyreFox Consultants Limited (Formerly known as Hyrefox Consultants Pvt. Ltd.)**

CIN - U74999RJ2018PLC061025 | GSTIN - 08AAECH5205M1ZH

📍 828, Frontier Colony, Adarsh Nagar, Jaipur-302004

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**RESOLVED FURTHER THAT**, the Board or Company Secretary be severally authorised to finalise and execute offer documents, appoint intermediaries including Lead Managers, Registrars, Depository Participants, Custodians, Legal Advisors, Market Makers, and perform all regulatory and compliance actions including entering into agreements, allotments, and utilisation of proceeds.

**RESOLVED FURTHER THAT**, the Board or Company Secretary thereof be authorised to vary, modify or alter the terms to conform with approvals granted by SEBI or other authorities or exchanges.

**RESOLVED FURTHER THAT** for the purpose of undertaking the IPO or giving effect to the above, the Board or Company Secretary or committee constituted thereof be authorised to accept modifications, determine price, basis of allotment, enter into agreements including escrow, underwriting, and marketing, appoint and remunerate intermediaries, and seek listing of securities on stock exchange(s).

**RESOLVED FURTHER THAT**, any of the Director and KMP of the Company be and is hereby authorised to file necessary e-forms and documents with Registrar of the Company and to do all such other acts, deeds and things which are necessary to give effect to the above resolution.”

**FOR HYREFOX CONSULTANTS LIMITED  
(FORMERLY KNOWN AS HYREFOX CONSULTANTS PRIVATE LIMITED)**

For HYREFOX CONSULTANTS LIMITED

A handwritten signature in blue ink that reads "Prateek Jain".

DIRECTOR

**PRATEEK JAIN**  
(Director)  
DIN:02642162

**Date: 19.09.2025**  
**Place: Jaipur**

**HyreFox Consultants Limited (Formerly known as Hyrefox Consultants Pvt. Ltd.)**

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**ANNEXURE TO THE NOTICE  
EXPLANATORY STATEMENT**

**(Pursuant to Section 102(1) Of the Companies Act 2013)**

As required by section 102 of the Companies Act, 2013 (“the Act”), the following explanatory statement sets out all material facts relating to the business mentioned under items of the accompanying notice:

**APPROVAL OF THE INITIAL PUBLIC OFFERING (“IPO”) AND ALL ACTIONS INCIDENTAL THERETO:**

The Board of Directors of the Company proposes to undertake an Initial Public Offering (“IPO”) of up to 31,00,000 (Thirty One Lakhs) Equity Shares of ₹10/- (Rupees Ten only) each, including such portion as may be offered to a Market Maker, as part of its strategic growth and capital expansion plans. This IPO will enable the Company to access public capital markets, improve liquidity, strengthen brand visibility, and enhance corporate governance under the applicable regulatory framework.

The proposed IPO will be carried out in accordance with the provisions of Sections 23 and 62(1)(c) of the Companies Act, 2013, read with relevant rules made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), Foreign Exchange Management Act, 1999, and all other applicable laws and regulatory requirements.

The Board seeks the approval of members to authorise the issuance and allotment of equity shares to eligible investors in India and/or abroad, to appoint intermediaries including Lead Managers, Registrars, Depository Participants, Legal Advisors, Market Makers, and to execute all documents and take necessary steps for the successful completion of the IPO, including pricing, basis of allotment, and listing of shares.

None of the Directors or Key Managerial Personnel or their relatives is in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends this resolution for members’ approval as a “**Special Resolution**”.

For HYREFOX CONSULTANTS LIMITED

*Pratish Jain*

DIRECTOR

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