

NOTICE OF 18TH ANNUAL GENERAL MEETING

Notice is hereby given that 18th (Eighteenth) Annual General Meeting (AGM) of the members of HRH Next Services Limited will be held on Friday, the 9th day of August 2024 at 11:00 A.M. at the The Plaza Hotel - Kinnera hall, Tourism Plaza, Begumpet, Hyderabad-500013, Telangana, India to transact the following business:

ORDINARY BUSINESS:

Item No. 1: To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31st March 2024 and the Reports of the Board of Directors and Auditors thereon.

To consider and adopt the audited financial statement of the Company for the financial year ended 31st March 2024 and the reports of the Board of Directors and Auditors thereon, in this regard, to consider and if thought fit, to pass the following resolutions as Ordinary Resolution:

“RESOLVED THAT the audited financial statement of the Company for the financial year ended 31st March 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

Item No. 2: To appoint a director in place of Mrs. Trishla Shah (DIN: 10242986) of the Company who retires by rotation and being eligible, offers herself for re-appointment.

The members are requested 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, Mrs. Trishla Shah (DIN: 10242986), who retires by rotation, be and is hereby reappointed as Director liable to retire by rotation.”

SPECIAL BUSINESS:

Item No. 3: To consider and approve the increase in Authorised Share Capital of the Company and consequent amendment to Memorandum of Association of the Company:

To consider and, if thought fit, to pass with or without modification, if any, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed there under (“the Act”), if any, and in accordance with the applicable provisions of the Articles of Association of the Company, the consent of members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 10,00,00,000/- (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 16,00,00,000/- (Rupees Sixteen Crores Only) divided into 1,60,00,000 (One Crore Sixty Lakh) equity shares of Rs. 10/- (Rupees Ten Only) ranking pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to provisions of Section 4, 13 and other applicable provisions, if any of the Companies Act, 2013 (the “Act”) read with the Companies (Incorporation) Rules, 2014 and other applicable rules, circulars and notifications thereunder, as amended from time to time, the consent of the members of the Company be and is accorded to alter the Capital Clause being Clause V in the Memorandum of Association of the Company and substitute with the following clause:

“The Share Capital of the Company is Rs. 16,00,00,000/- divided into 1,60,00,000 Equity Shares of Rs. 10/- each.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/Committee(s) of the Board be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchange(s), filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions/difficulties that may arise in the proposed issue, of

the said equity shares, including making an offer to the proposed allottee through private placement offer letter, 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 members. “

Item No. 4: To consider and approve alteration of Articles of Association of the Company.

To consider and, if thought fit, to pass with or without modification, if any, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, (including any statutory modification(s) or re-enactments thereof for the time being in force) and subject to the approval of the authorities, the following amendments be and is hereby caused to the existing Articles of Association of the Company:

1. Insertion of following Clause 8(2) under the heading “Share Capital and Variation of Rights”:

“The Companies may issue securities to employees under any scheme of employees’ stock option subject to provisions of the Act, the Rules and such other conditions, as may be prescribed under the applicable law;”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/Committee(s) of the Board be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchange(s), filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions/difficulties that may arise in the proposed issue, of the said equity shares, including making an offer to the proposed allottee through private placement offer letter, 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 members.”

Item No. 5: To consider and approve HRH Next Services ESOP Plan 2024 and grant of Employee Stock options to Eligible Employees:

To consider and, if thought fit, to pass with or without modification, if any, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time (hereinafter referred to as “SEBI SBEB Regulations”) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), approval and consent of the members of the Company (“members”) be and is hereby accorded for the adoption of ‘HRH Next Services Employee Stock Option Plan 2024’ (hereinafter referred to as the “HRH ESOP 2024”/ “Plan”) and create, offer, issue and allot share-based options to eligible employees under the Plan, the salient features of which are furnished in the Explanatory Statement to the Notice issued to the members of the Company, and to grant such options to eligible employees on such terms and conditions as provided in the Plan and as may be fixed or determined by the Board (or any person authorised by the Board in accordance with the Plan) and in compliance with the provisions of the Companies Act, 2013 and the rules thereunder and other applicable laws.

RESOLVED FURTHER THAT the maximum number of options to be granted to eligible employees on such terms and conditions as provided in the Plan and as may be fixed or determined by the Board (or any person authorized by the Board in accordance with the Plan) shall not exceed 7,00,000 (Seven Lakhs) Employee stock options, corresponding to 7,00,000 (Seven Lakhs) equity shares of the Company (subject to adjustments).

RESOLVED FURTHER THAT the new equity shares to be issued and allotted by the Company pursuant to the Plan in the manner aforesaid shall rank pari passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the Board (or any person authorised by the Board in accordance with the Plan) is hereby authorized on behalf of the Company to make and carry out any modifications, changes, variations, alterations or revisions in the terms and conditions of the Plan, in accordance with the terms of the Plan and subject to applicable laws prevailing from time to time, as it may deem fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/Committee(s) of the Board be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchange(s), filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions/difficulties that may arise in the proposed issue, of the said equity shares, including making an offer to the proposed allottee through private placement offer letter, 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.

Item No. 6: To consider and approve issue of Equity shares by way of Preferential Allotment:

To consider and, if thought fit, to pass with or without modification, if any, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62 and all 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 from time to time and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time and other relevant rules made thereunder (including any statutory modification(s) thereto or reenactment thereof for the time being in force), and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with the relevant stock exchange 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”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Government of India and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, 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 by the Board of Directors of the Company (hereinafter referred to as the “Board” which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded to the Board to issue, offer and allot, on a preferential basis to extent of 39,99,000 (Thirty Nine Lakhs Ninety Nine Thousand) equity shares of face value of Rs. 10/- (Rupees Ten only) each fully paid up for cash, at an issue price of Rs. 40/- (Rupees Forty only) per Equity Share [Face Value of Rs. 10/- (Rupees Ten only) and premium of Rs. 30/- (Rupees Thirty Only)] for a total consideration of up to Rs. 15,99,60,000/- (Rupees Fifteen Crore Ninety-Nine Lakh Sixty Thousand only), determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, 2018 and subsequent amendment thereto, with the terms as set out herein, and in the explanatory statement to this Notice calling EGM, and on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, to the below mentioned Proposed Allottees:

S. No.	Name of the proposed allottees	Number of equity shares proposed to be allotted
1.	Ankit Sanjay Shah	4,08,000
2.	Parikshit Pankaj shah	99,000
3.	Trishla Shah	1,98,000
4.	Pranav Pankaj Shah	1,02,000
5.	Vikas Agarwal	45,000
6.	Kiran Kumar	3,000
7.	Nina Kiran Shah	3,000
8.	Nishma Shah	3,000
9.	Shubhi Shah	9,000
10.	Punati Vijayalaxmi	30,000
11.	Prachi Parikshit Shah	99,000
12.	Channel Plastics Private Limited	1,50,000
13.	Ashok Kumar Bhura	6,000
14.	Sneha Bothra	30,000
15.	Urmila Daga	15,000
16.	Ankit Jain	33,000
17.	Sneh Jain	33,000
18.	Nezone Herbals Private Limited	1,50,000
19.	Rosy Sethia	15,000
20.	Rakesh Sethia	69,000
21.	Pushpa Bhaju	6,99,000
22.	Bhavana Reddy Janga	1,02,000
23.	Bibi Hajira	99,000
24.	Mohammed Haris K	1,02,000
25.	Rekha Bhagat	4,98,000
26.	Jugal Kishore Bhagat	5,01,000
27.	Ankush Ashok Sharma	4,98,000
	TOTAL	39,99,000

RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI ICDR Regulations, 2018 for the determination of issue price of equity shares is Wednesday, 10-07-2024, i.e. 30 days prior to this Annual General Meeting.

RESOLVED FURTHER THAT the new equity shares shall rank pari-passu with the existing equity shares of the Company in all respects and that the equity shares so allotted during the financial year shall be entitled to the dividend, if any, declared including other corporate benefits, if any, for which the book closure or the Record Date falls subsequent to the allotment of equity shares.

RESOLVED FURTHER THAT the aforesaid equity shares allotted in terms of this resolution shall be subject to lock-in requirements as per the provisions of Chapter V of SEBI ICDR Regulations, 2018 and any amendment(s) thereto from time to time.

RESOLVED FURTHER THAT the aforesaid issue of equity shares shall be subject to the following terms and conditions apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

- a) The Proposed Allottee of equity shares shall be required to bring in 100% of the consideration, for the equity shares to be allotted, on or prior to the date of allotment thereof;
- b) The consideration for allotment of equity shares shall be paid to the Company by the Proposed Allottee from its bank account(s);
- c) The preferential issue shall not result in a change in control or allotment of more than five percent of the post issue fully diluted share capital of the Company, to any Proposed Allottee(s) acting-in-concert;
- d) The pre-preferential shareholding of the Proposed Allottee(s), if any and equity shares to be allotted shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations;
- e) The equity shares so allotted to the Proposed Allottee under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, 2018 except to the extent and in the manner permitted thereunder;
- f) Allotment of equity shares shall only be made in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the shareholders of the Company for their issuance, provided that where the allotment of equity shares is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval, or permission; and
- g) The equity shares after allotment shall be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be.

RESOLVED FURTHER THAT subject to any applicable statutory approval(s) or permission(s), if required, the aforesaid approval accorded by the members of the Company, shall not become infructuous in its entirety for the mere reason that if any of the above Proposed Allottee(s) is/are held either ineligible or disqualified or otherwise failed to comply with any of the statutory requirement including the terms of this approval by members; and the Board/Committee(s) of the Board may, in the best interest of the Company, give effect to this resolution after eliminating the name(s) of such Proposed Allottee(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/Committee(s) of the Board be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchange(s), filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions/difficulties that may arise in the proposed issue, of the said equity shares, including making an offer to the proposed allottee through private placement offer letter, 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 members. “

**For and on behalf of the Board of Directors
HRH NEXT SERVICES LIMITED**

Sd/-

**ANKIT SANJAY SHAH
MANAGING DIRECTOR
DIN: 00218044**

**Add: H. No. 1-2-385/3, Domalguda, Himayatnagar,
Hyderabad-500029, Telangana, India**

**Place: Hyderabad
Date: 10th July, 2024**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND POLL TO VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. 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.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 3rd August 2024 to Friday, 9th August 2024 (both days inclusive).
5. Pursuant to Section 113 of the Companies Act, 2013, corporate members intending to appoint authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. As per Regulation 40 of SEBI Listing Regulation, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April 2019, except in case of request received for transmission or transposition of Securities. In view of this and to eliminate all risk associated with physical form shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Cameo Corporate Services Limited having its registered office at "Subramanian Building", #1, Club House Road, Chennai - 600 002, Tamil Nadu, India for assistance in this regard.
7. The Notice of 18th AGM along with the Annual Report for the FY 2023-24, is available on the website of the Company at <https://hrhnext.com/announcements/> on the website of Stock Exchanges i.e., NSE's Electronic Application Processing System (NEAPS) and Central Depositories Securities Limited and on the website of CDSL at www.cdslindia.com.
8. As per the provision of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them, Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website <https://hrhnext.com/investor-forms/>. Members are requested to submit the said form to their DP in case the shares are held in electronic form.
9. Members desiring inspection of statutory registers during the AGM may send their request in writing in advance to the Company at cs@hrhnext.com.
10. Members who wish to inspect the relevant documents referred to in the Notice can send an e-mail to cs@hrhnext.com.
11. The Company's Equity shares are listed on EMERGE SME platform of the National Stock Exchange of India Limited (NSE EMERGE) and the Company has paid the Listing Fees to the said Stock Exchange.
12. As per Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a Copy of PAN Card to the Company or its RTA in the following cases viz. Transfer of Shares, Deletion of Name, Transmission of Shares and Transposition of Shares. Shareholders are requested to furnish a copy of the PAN card for all the above-mentioned transactions.
13. A Statement giving the details of the Director(s) seeking appointment/re-appointment in the accompanying notice, as required under Regulation 36 of SEBI (Listing Obligations and disclosure requirements), Regulations, 2015 and Secretarial Standard – 2, is annexed.

14. In compliance with the General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by SEBI (hereinafter collectively referred to as “the Circulars”), Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2023-24 is also available on the Company’s website at <https://hrhnext.com/general-meeting/>.
15. The Board of Directors of the Company has appointed Ms. Rashida Adenwala, Practicing Company Secretary (M No. 4020), Founder Partner of R&A Associates, Hyderabad as Scrutinizer to voting process (e-voting, ballot and poll) in a fair and transparent manner and Ms. Rashida Adenwala has communicated her willingness to be appointed and will be available for same purpose.
16. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast during the Meeting and, thereafter, unblock the votes cast through remote e-Voting, in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two (2) working days from the conclusion of the AGM, a Consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
17. The Scrutinizer, after scrutinizing the vote cast at the meeting and through remote e-voting, will not later than two (2) working days of conclusion of the meeting, make a consolidated scrutinizer’s report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer’s report shall be placed on the website of the Company <https://hrhnext.com/compliances/>. and on the website of CDSL. The results shall simultaneously be communicated to NSE Limited.
18. 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., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to rashida@rna-cs.com with a copy marked to helpdesk.evoting@cdslindia.com.

E-VOTING:

1. 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 Circulars 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 Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
2. Notice calling the AGM has been uploaded on the website of the Company at <https://hrhnext.com/general-meeting/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. NSE Limited at <https://www.nseindia.com/> . The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
3. In order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in the Notice of Annual General Meeting; the Company has also enclosed a ballot form with the Annual Report for the financial year 2023-24.
4. The facility for voting through polling paper shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting/ ballot form shall be able to vote at the Meeting through polling paper.
5. A member can opt for only a single mode of voting i.e., either through e-voting or by Ballot Form. If a member cast votes by both modes, e-voting shall prevail and vote by Ballot shall be treated as invalid. The members who have cast their vote by remote e-voting/ballot form may also attend the meeting but shall not be entitled to cast their vote again.

6. The Voting rights of the members shall be in proportion to the paid-up value of their shares in the Equity Capital of the Company as on cut-off date (i.e., Record date) 2nd August 2024.
7. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 2nd August 2024 only shall be entitled to avail the facility of remote e-voting, voting through ballot form and voting at AGM through polling paper.
8. Any person, who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e., 2nd August 2024 may obtain the User ID and password by writing to CDSL at helpdesk.evoting@cdslindia.com or contact 040-30722562/022-23023333 or Toll-Free No.1800-200-5533. However, if the person is already registered with CDSL for remote e-voting then the existing user ID and password can be used for casting vote.
9. Members are requested to notify immediately any change in their addresses to the Company.
10. The e-voting facility will be available at the link www.evotingindia.com during the following period:

E-VOTING:

- (i) The e-voting period begins from 9.00 A.M. (IST) on Tuesday, 6th August 2024 and ends at 5.00 P.M. (IST) on Thursday, 8th August 2024. During this period shareholders' of the Company, holding shares as on the cut-off date (record date) 2nd August 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013, India or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

STEP 1 : ACCESS THROUGH DEPOSITORIES CDSL/NSDL E-VOTING SYSTEM IN CASE OF INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE.

- (v) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<ol style="list-style-type: none"> 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 to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. 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

Type of shareholders	Login Method
	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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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. CDSL and NSDL

Login type	Helpdesk details
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
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 toll free no.: 1800 1020 990 and 1800 22 44 30

STEP 2 : ACCESS THROUGH CDSL E-VOTING SYSTEM IN CASE OF NON-INDIVIDUAL SHAREHOLDERS IN DEMAT MODE.

- (vi) Login method for e-Voting and joining virtual meetings shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant HRH NEXT SERVICES LIMITED(89153) on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- (xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xviii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@hrhnext.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xx) Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting, i.e., 9th August 2024.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

INSTRUCTIONS AND OTHER INFORMATION RELATING TO BALLOT FORM:

- (i) A member desiring to exercise voting by using Ballot Form shall complete the enclosed Ballot Form with assent (FOR) or dissent (AGAINST) and send it to the Scrutinizer, Ms. Rashida Adenwala, Practising Company Secretary, Founder Partner at R&A Associates, Hyderabad, duly appointed by the Board of Directors of the Company, to the given address Office No. T 202, Technopolis, 1-10-74/B, Above Ratnadeep Super Market, Chikoti Gardens, Begumpet, Hyderabad-500016, Telangana, India. Ballot Forms deposited in person or sent by post or courier at the expense of the member will also be accepted at the Registered Office of the Company.

- (ii) Please convey your assent in Column “FOR” or dissent in the column “AGAINST” by placing a tick () mark in the appropriate column in the Ballot Form only. The assent / dissent received in any other form / manner will not be considered.
- (iii) Duly completed and signed Ballot Forms shall reach the Scrutinizer on or before 8th August 2024 (5.00 P.M. IST). The Ballot Forms received after the said date / time shall be strictly treated as if the reply from the Member has not been received.
- (iv) Unsigned/ incomplete Ballot Forms will be rejected. Scrutinizer’s decision on validity of the Ballot Form shall be final.
- (v) A member may request duplicate Ballot Form, if so required, by writing to the Company at its Registered Office or by sending an email on cs@hrhnext.com by mentioning their Folio No. / DP ID and Client ID. However, the duly filled in duplicate Ballot Form should reach the scrutinizer not later than **8th August 2024 (5.00 P.M. IST)**.

Annexure-A

Details of Directors seeking re-appointment at the 18th Annual General Meeting to be held on 9th August 2024

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

S. No	Particulars	Details
1.	Name	Trishla Shah
2.	DIN	10242986
3.	Date of Birth and Age	11/01/1982 and 42 years
4.	Date of first appointment	Originally appointed on 24-07-2023 as Additional Executive Director, designation changed to Wholetime Director w.e.f 28-08-2023
5.	Nature of appointment (appointment / reappointment)	Reappointment
6.	Qualifications	Diploma Certificate in Business Finance
7.	Experience and Expertise in specific functional areas	Please refer “Brief Profile of Directors seeking Appointment/Re-appointment” as mentioned below.
8.	Directorships in other Listed Companies	NIL
9.	Relationship with other Directors, Manager and Other Key Managerial Personnel of the company	Spouse of Ankit Sanjay Shah (Managing Director)
10.	Shareholding in the Company	86,000 Equity Shares
11.	Remuneration last drawn by such person, if applicable and remuneration sought to be paid	Rs. 45,00,000/-
12.	The number of Meetings of the Board attended during the year	11
13.	Membership / Chairmanship of Committees of other Boards	NIL

BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT

Mrs. Trishla Shah, Whole-time Director.

Mrs. Trishla Shah, aged about 42 years, is the Wholetime Director of our company. She has been on the Board of our company since July 24, 2023. She holds a diploma in Business Finance. She holds a bachelor's degree in commerce from Osmania University and diploma in Business Finance from the Institute of Chartered Financial Analytics of India.

She is associated as Head-Business Development for more than 3 years in our Company. The main job responsibilities of her involves new business development, client retention, and business development planning. Other responsibilities include prospecting for new clients through various means, planning persuasive approaches to attract potential clients, managing and developing departments to achieve profit objectives, identifying new market segments, and solving operational issues. Additionally, maintaining relationships with existing and potential clients, presenting new products and services, addressing objections, attending industry events, consulting on business trends, and identifying opportunities for growth are key components of this role.

She is an accomplished and forward-thinking professional with a solid track record of driving transformative change. She firmly believes in empowering cross-functional teams to set and achieve quantifiable targets. Her passion lies in spearheading innovation and implementing effective solutions that lead to tangible improvements while maintaining the integrity of the overall structure. She is adept at providing relevant interventions that support business objectives, as well as creating comprehensive training programs to tackle system-wide challenges and ensure compliance. Giving due weightage to her contribution towards growth of the company, our management has decided to promote her as Whole Time Director (WTD) w.e.f. July 24, 2023.

EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013, Secretarial Standard – 2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Item No. 3:

In view of the expansion of the Company and to meet its funding requirements, it is proposed to increase the Authorised Share Capital of the Company from Rs. 10,00,00,000/- (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore) shares of Rs. 10/- each to Rs. 16,00,00,000/- (Rupees Sixteen Crore Only) divided into 1,60,00,000 (One Crore Sixty Lakhs) shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company.

As per the provisions of Section 61 read with applicable provisions, the increase in the authorized share capital of the Company requires the approval of members by way of ordinary resolution.

As a consequence of the increase of Authorised Share Capital of the Company, the existing Capital Clause in Memorandum of Association of the Company be altered accordingly and the proposed increase of Authorised Share Capital requires the approval of members by way of ordinary resolution under Section 13 and 61 of the Companies Act, 2013.

The new set of Memorandum of Association is available for inspection at the Registered Office of the Company on any working day during business hours.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, except to the extent of the shareholding, concerned or interested in the above resolution.

The Board of Directors recommends the resolutions set out in Item No. 3 of the accompanying notice for your approval as an ordinary resolution.

Item No. 4:

The Members of the Company be informed that the existing Articles of Association (AoA) of the Company does not include clause relating to grant of Employee Stock Options under Section 62(1)(b) as per the Companies Act, 2013 and therefore, it is proposed to alter its existing AoA and insert the following clause 8(2) under the heading "Share Capital and Variation of Rights":

"The Companies may issue securities to employees under any scheme of employees' stock option subject to provisions of the Act, the Rules and such other conditions, as may be prescribed under the applicable law;"

As such, the Board of Directors of the Company has approved the New Set of AoA of the Company in their meeting held on 10th July 2024.

The new set of Articles of Association is available for inspection at the Registered Office of the Company on any working day during business hours.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, except to the extent of the shareholding, concerned or interested in the above resolution.

The Board of Directors recommends the resolutions set out in Item No. 2 of the accompanying notice for your approval as Special Resolution.

Item No. 5:

Equity based compensation is an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share-based compensation scheme/plan. Your Company believes in rewarding its employees including Directors of the Company for their continuous hard work, dedication and support, which has led the Company on the growth path.

The Company intends to implement HRH Next Services Employee Stock Option Plan 2024 (“HRH ESOP 2024”/ “Plan”) with a view to attract and retain key talents working with the Company, if any, by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability. The Company seeks approval of the Shareholders in respect of HRH ESOP 2024 and for grant of Stock Options to the eligible employees/ Directors of the Company, as may be decided by Board and / or the Nomination and Remuneration Committee (“Committee”) from time to time in due compliance with Companies, Act, 2013 (including rules framed thereunder), SEBI SBEB Regulations and other applicable laws and regulations.

The main features of the HRH ESOP 2024 are as under:

1. Brief description of the scheme

The Company proposes to introduce the Plan primarily with a view to: (i) attract, retain and incentivize employees and directors of the Company but excluding an independent director; (ii) motivate such employees and directors for performance, higher productivity and sustained corporate growth; and (iii) assist in aligning such employee’s and director’s interests with that of the shareholders. The Plan contemplates grant of Options to the eligible Employees as may be determined in due compliance of SBEB Regulations. After vesting, the eligible Employees earn a right (but not obligation) to exercise the vested Options within the predefined exercise period. The Committee shall administer the Plan. All questions of interpretation of the Plan shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Plan. The Company shall issue Equity Shares upon exercise subject to payment of exercise price and satisfaction of consequential tax obligations. The liability of paying taxes if any, in respect of the Options granted pursuant to the Plan and the equity shares issued pursuant to exercise of Options shall be on the Option grantee in accordance with the provisions of Income Tax Act, 1961 read with rules issued thereunder.

2. Total number of Options to be granted:

7,00,000 (Seven Lakhs) Options would be available for grant to the eligible employees of the Company, in aggregate under the Plan, in one or more tranches exercisable into not exceeding 7,00,000 (Seven Lakhs) equity shares in aggregate in the Company of face value of Rs. 10/- (Rupees Ten Only) each fully paid-up. Vested Options lapsed due to nonexercised and/or unvested Options that get cancelled due to resignation / termination of the employees or otherwise, would be available for being re-granted at a future date. The Board is authorised to re-grant such lapsed / cancelled options as per the provisions of HRH ESOP 2024. The SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any additional equity shares are required to be issued pursuant to any corporate action, the above ceiling of Options or equity shares shall be deemed to increase in proportion of such additional equity shares issued subject to compliance of the SEBI SBEB Regulations.

3. Identification of classes of employees entitled to participate in HRH ESOP 2024

Following class / classes of employees are entitled to participate in HRH ESOP 2024:

- a. an employee as designated by the Company, who is exclusively working in India or outside India; or
- b. a director of the company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group.

Following class / classes of employees are not eligible:

- a. an employee who is a promoter or a person belonging to the promoter group; or
- b. a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten (10) percent of the outstanding equity shares of the company;
- c. an independent director of the Company within the meaning of the Companies Act, 2013

4. Transferability of Employee Stock Options:

The Options granted to an employee shall not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of the

Option grantee, the right to exercise all the Options granted to him till such date shall be transferred to his legal heirs or nominees within the period as may be prescribed under HRH ESOP 2024.

5. Requirements of vesting and period of vesting:

The Options granted shall vest in accordance with the terms of each grant under the HRH ESOP 2024, so long as an employee continues to be in the employment of the Company. The Committee may, at its discretion, lay down certain performance metrics on the achievement of which such Options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which Options granted would vest subject to the minimum vesting period of 1 year.

6. Maximum period within which the Options shall be vested:

Options granted under HRH ESOP 2024 would vest in accordance with the terms of each grant, subject to maximum period of 3 years from the date of grant of such Options.

7. Exercise price or pricing formula:

The Exercise Price shall be the price for Exercise of Options as determined by the Committee which shall not be less the face value of the equity shares and not more than the closing market price as on the previous day of the date of Grant.

8. Exercise period and the process of Exercise:

The vested Options shall be allowed for exercise on and from the date of vesting. The vested Options need to be exercised within a maximum period of 1 year from the date of vesting of such Options. The vested Option shall be exercisable by the employees by a written application to Company expressing his / her desire to exercise such Options in such manner and on such format as may be prescribed by the Committee from time to time. The Options shall lapse if not exercised within the specified exercise period.

9. Appraisal process for determining the eligibility of employees under HRH ESOP 2024:

The appraisal process for determining the eligibility of the employees will be decided by the Committee from time to time.

The employees would be granted Options under the HRH ESOP 2024 based on various parameters such as performance rating, period of service, rank or designation and such other parameters as may be decided by the Committee from time to time.

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

The maximum number of Options that may be granted under the Plan per Eligible Employee and in aggregate shall not exceed 7,00,000 Options.

11. Whether the scheme(s) is to be implemented and administered directly by the company or through a trust

The Scheme shall be implemented and administered directly by the Company.

12. Maximum quantum of benefits to be provided per employee under a scheme(s);

No benefit other than by way of grant of Options is envisaged under the Plan.

13. Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both

The Plan contemplates only issue of new Equity Shares by the Company.

14. The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.

NotApplicable

15. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s);

Not Applicable.

16. Accounting and Disclosure Policies:

The Company shall follow the 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.

17. Method of Option Valuation:

Method of Valuation will be as prescribed under relevant / applicable SBEB Regulations, rules / laws.

18. Period of Lock-in

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

In terms of provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 consent of the Shareholders is being sought by way of a Special Resolution(s) set out at Item No. 5 of this Notice.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, except to the extent of the shareholding, concerned or interested in the above resolution.

The Board of Directors recommends the resolutions set out in Item No. 5 of the accompanying notice for your approval as special resolution.

Item No. 6:

The Board of Directors of the Company, at its meeting held on 10th July, 2024, approved the raising of funds of up to Rs. Rs. 15,99,60,000/- (Rupees Fifteen Crore Ninety-Nine Lakh Sixty Thousand only) by creating, issuing, offering and allotting to the extent of 39,99,000 (Thirty Nine Lakhs Ninety Nine Thousand) fully paid -up equity shares of face value of Rs. 10/- each of the Company to the "Proposed Allotees", belonging to 'Promoter' & 'Non-Promoter' (Public) category, by way of a preferential issue on a private placement basis ("Preferential Issue") at an issue price of Rs. 40/- (Rupees Forty only) per Equity Share [Face Value of Rs. 10/- (Rupees Ten only) and premium of Rs. 30/- (Rupees Thirty Only)]. The Proposed Allotees have confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") to subscribe to the equity shares to be issued pursuant to the Preferential Issue. The special resolution proposed as the sole item of the Notice, has been proposed pursuant to the provisions of Section 23(1)(b), 42, 62 of the Companies Act, 2013 and Chapter V of SEBI ICDR Regulations, 2018. The offer for the proposed allotments shall be made in the prescribed Form PAS-4 under the Rule 14 (1) of Companies (Prospectus and Allotment of Securities) Rules, 2014.

The Information pertaining to the proposed preferential allotment in terms of Chapter V of SEBI ICDR Regulations, 2018 and subsequent amendments thereto is as stated below. As per Section 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, the consent of the shareholders is sought for issuing the equity shares as stated in the resolution on a preferential basis.

i. Objects of the preferential issue:

The Company intends to utilize the proceeds raised through the Preferential Issue ("Issue Proceeds") towards the following object:

1. Working Capital Requirement:

The proposed preferential issue aims to secure funds for expanding the specialized service portfolio which includes Call Centre Services, covering Inbound Services, Outbound Services, Backend Support, Chat Support and Email Support. Considering raising funds through preferential issue to be most cost and time effective way for raising additional capital, the Board of Directors of the Company proposed to raise upto Rs.15.99 cr. (Rupees Fifteen Crore Ninety Nine Lakh Only) through issue of Equity Shares on preferential basis to Promoters, Promoter Group and other Public Investors. With the capital raised, the Company intends to meet the increased needs for working capital requirements and establish a robust presence on a pan India level.

Utilisation of Issue Proceeds

The utilisation of Issue Proceeds is set out herein below:

Nature of utilization	Amount (Rs. in lakhs)	Tentative timeline for utilisation
Working Capital Requirement	1279.68	N.A.
General Corporate Purpose*	319.92	Till the time Equity shares are listed on the stock exchange
Total	1,599.60	

* Proposed deployment of the Preferential Issue proceeds towards general corporate purposes as approved by our management from time to time, shall not exceed 25% of the total proceeds of the Preferential Issue, in compliance with applicable laws.

ii. Maximum number of specified securities to be issued:

The Company is proposing to issue upto 39,99,000 (Thirty Nine Lakhs Ninety Nine Thousand) equity shares at a price of Rs. 40/- per Equity Share (including a premium of Rs. 30/- per Equity Share) aggregating up to Rs. 15,99,60,000/- (Rupees Fifteen Crore Ninety Nine Lakh and Sixty Thousand only), such price being not less than the floor price as on the relevant date determined in accordance with the valuation report and the provisions of Chapter V of the SEBI ICDR Regulations.

iii. Basis on which the floor price of preferential issue has been arrived at and justification for the price (including premium, if any)

The value of preferential issue of Equity Share of HRH Next Services Limited has been determined as per the Valuation Report prepared by Mr. A.N. Gawade, an Independent Registered Valuer IBBI Regn No. IBBI/RV/05/2019/10746, having office at 7, Saraswati Heights, Behind café Good Luck, Deccan Gymkhana, Pune – 411004 being made in accordance with the requirements of the SEBI (ICDR) Regulations.

The value per share arrived is Rs. 39.04/- (Rupees Thirty Nine and Four Paise only) as per the above-mentioned valuation report. The price at which the Equity Share are being issued is Rs. 40/- (Rupees Forty) which is higher than the price determined in accordance with Regulation 164(1) of the SEBI ICDR Regulations.

The valuation report shall be available electronically for inspection without any fee by the members from the date of circulation of this notice upto the closure of remote e-voting and will also be made available on the Company's website and can be accessed at <https://hrhnext.com/other-announcements/>

Since the Equity Shares of the Company have been listed on the recognized Stock Exchange for a period of more than 90 Trading Days prior to the Relevant Date, it is not required to re-compute the issue price per Equity Share and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI ICDR Regulations.

iv. Intent of the promoters, directors or key managerial personnel of the issuer and proposed allottee to subscribe to the offer:

Except the following Promoters and Promoter Group, none of the Directors, or Key Managerial Personnel intends to subscribe to any shares pursuant to this preferential issue of equity shares:

S. No.	Name	Category	Number of Shares to be allotted	Percentage of the post-issue shareholding structure (in %)
1.	Ankit Sanjay Shah	Promoter	4,08,000	25.81
2.	Parikshit Pankaj Shah	Promoter	99,000	5.44
3.	Trishla Shah	Promoter Group	1,98,000	2.15
4.	Pranav Pankaj Shah	Promoter Group	1,02,000	2.09
5.	Prachi Parikshit Shah	Promoter Group	99,000	0.75
6.	Kiran Kumar	Promoter Group	3,000	0.02
7.	Nina Kiran Shah	Promoter Group	3,000	0.02

v. Principal terms of the assets charged as securities:

NotApplicable

vi. Proposed time within which the allotment shall be completed:

As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) or permission from any regulatory authority or the Central Government, within 15 days from the date of such approval(s) or permission, as the case may be.

vii. Amount which the company intends to raise by way of preferential issue:

Aggregating up to Rs. 15,99,60,000/- (Rupees Fifteen Crore Ninety-Nine Lakh Sixty Thousand only). The consideration for the proposed issue shall be received in cash by way of banking channel only.

viii. The class or classes of persons to whom the allotment is proposed to be made:

The Preferential Issue of equity shares is proposed to be made to the Proposed Allottees, belonging to 'Promoter' & 'Non-Promoter' (Public) category.

ix. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price:

The Company has not made any preferential allotment during the current financial year 2024-25.

x. Consequential changes in voting rights and change in management:

As a result of the proposed preferential issue of 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. The proposed preferential issue of equity shares shall be ranked as pari-passu with the existing share capital in all respects, with no other material or specific terms associated.

- xi. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, and the percentage of pre and post-preferential issue capital that may be held by them:

S. No.	Name of the Proposed Allottee	Category	PAN	Pre-issue shareholding structure		Post Issue shareholding structure	
				No	%	No.	%
1.	Ankit Sanjay Shah	Promoter	AUXPS6040H	30,00,000	32.59%	34,08,000	25.81%
2.	Parikshit Pankaj Shah	Promoter	AEAPS7098L	6,19,800	6.73%	7,18,980	5.44%
3.	Trishla Shah	Promoter Group	AMOPS3976R	86,000	0.93%	2,84,000	2.15%
4.	Pranav Pankaj Shah	Promoter Group	ARQPS6930E	1,73,621	1.89%	2,75,621	2.09%
5.	Kiran Kumar	Promoter Group	AATPK8178L	Nil	Nil	3,000	0.02%
6.	Nina Kiran Shah	Promoter Group	AJWPS3564Q	Nil	Nil	3,000	0.02%
7.	Prachi Parikshit Shah	Promoter Group	BMSPS1607L	Nil	Nil	99,000	0.75%
8.	Channel Plastics Private Limited	Public	AADCS8254J	Nil	Nil	1,50,000	1.14%
9.	Ashok Kumar Bhura	Public	ADHPB5278R	Nil	Nil	6,000	0.05%
10.	Sneha Bothra	Public	ANGPD4750P	6000	0.07%	36,000	0.27%
11.	Urmila Daga	Public	ADUPD6887B	12000	0.13%	27,000	0.20%
12.	Ankit Jain	Public	AGGPJ4562L	Nil	Nil	33,000	0.25%
13.	Sneh Jain	Public	AGGPJ4563M	Nil	Nil	33,000	0.25%
14.	Nezone Herbas Private Limited	Public	AABCN4599F	9000	0.10%	1,59,000	1.20%
15.	Rosy Sethia	Public	AKTPS2245N	Nil	Nil	15,000	0.11%
16.	Rakesh Sethia	Public	AKKPS9979C	Nil	Nil	69,000	0.52%
17.	Pushpa Bhaju	Public	BBXPB1073P	9000	0.10%	7,08,000	5.36%
18.	Bhavana Reddy Janga	Public	ARVPJ6653L	Nil	Nil	1,02,000	0.77%
19.	Bibi Hajira	Public	ANKPB9906B	Nil	Nil	99,000	0.75%
20.	Mohammed Haris K	Public	ABJPH9234P	Nil	Nil	1,02,000	0.77%
21.	Rekha Bhagat	Public	ARLPB2048R	Nil	Nil	4,98,000	3.77%
22.	Jugal Kishore Bhagat	Public	AIKPB8527H	Nil	Nil	5,01,000	3.79%
23.	Ankush Ashok Sharma	Public	FXBPS9668P	Nil	Nil	4,98,000	3.77%
24.	Vikas Agarwal	Public	ADFPA8299M	Nil	Nil	45,000	0.34%
25.	Nishma Shah	Public	BUJPS2871K	Nil	Nil	3,000	0.02%
26.	Shubhi Shah	Public	BQAPS1949H	Nil	Nil	9,000	0.07%
27.	Punati Vijayalaxmi	Public	ABOPV7181N	Nil	Nil	30,000	0.23%

It is also confirmed that:

- The Proposed Allottees belong to promoter and non-promoter (public) group including individuals and body corporates.
- The Company has obtained and verified the details of the Permanent Account Number (PAN) of each of the Proposed Allottee; and
- All Proposed Allottees are Ordinary Residents.

xii. Lock-in Period:

The pre-preferential allotment shareholding of the proposed allottees (if any) and the equity shares to be allotted on preferential basis, shall be subject to lock-in, in accordance with Regulation 167 of the SEBI ICDR Regulations, 2018.

xiii. The current and proposed status of the Proposed Allottee post preferential issue:

The Proposed Allottee(s) belongs to 'Promoter' & 'Non-Promoter' (Public) category. There will be no change in the status of the Proposed Allottee(s) post the preferential issue.

xiv. Shareholding pattern of the issuer before and after preferential issue:

The shareholding pattern of the Company before and after preferential issue is as follows:

S. No.	Category	Pre-issue		Post-issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters' holding (including Promoter Group)				
1.	Indian				
	Individual	64,08,333	69.61	73,20,333	55.44
	Bodies corporate	-	-	-	-
	Sub-total	64,08,333	69.61	73,20,333	55.44
2.	Foreign promoters	-	-	-	-
	sub-total (A)	64,08,333	69.61	73,20,333	55.44
B.	Non-Promoters' holding (Public)				
1.	Institutional investors	-	-	-	-
2.	Non-institution	-	-	-	-
3.	Private corporate bodies	1,65,000	1.79	4,65,000	3.52
4.	Directors and relatives	-	-	-	-
5.	Indian public	24,03,329	26.11	51,90,329	39.31
6.	Others (including NRIs)	2,28,776	2.49	2,28,776	1.73
	Sub-total (B)	27,97,105	30.39	58,84,105	44.56
	Grand Total (A+B)	92,05,438	100.00	1,32,04,438	100

xv. Time frame within which the preferential issue shall be completed:

In terms of Regulation 170 of the SEBI ICDR Regulations, the preferential allotment of equity shares will be completed within a period of 15 (fifteen) days from the date of passing of special resolution mentioned here.

Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

xvi. Issue Price and Relevant Date:

The Company intends to raise an amount to the extent of Rs. 15,99,60,000/- (Rupees Fifteen Crore Ninety-Nine Lakh Sixty Thousand Only) by issuing 39,99,000 (Thirty Nine Lakhs Ninety Nine Thousand) fully paid -up equity shares of face value of Rs. 10/- (Rupees Ten Only) each of the Company to the "Proposed Allottees", at an issue price of Rs. 40/- (Rupees Forty only) per Equity Share [Face Value of Rs. 10/- (Rupees Ten only) and premium of Rs. 30/- (Rupees Thirty Only) per share], based on the Valuation Report of Mr. A.N. Gawade, Registered Valuer, bearing IBBI No.: IBBI/RV/05/2019/10747. As per the Valuation Report, value of the Equity Share is Rs. 40/- (Rupees Twenty-Four Only) per Equity Share. The relevant date with reference to which the price has been arrived at is 10th July, 2024.

xvii. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the Proposed Allottees

Mr. Rakesh Sethia (PAN: AKKPS9979C), Mrs. Nilima Sethia (PAN: ALPPS8080A), and Mrs. Usha Sethia (PAN: ASUPS8412J) are the persons who ultimately control Channel Plastics Private Limited and Nezone Herbals Private Limited,

xviii. Undertaking:

- a. The Proposed Allottee(s) have confirmed that they have not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date.
- b. The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations.
- c. None of the directors of the Company are categorized as willful defaulter(s) 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 disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable. Further, none of the Company's directors are fugitive economic offenders, as defined under the SEBI (ICDR) Regulations.
- d. The Company shall re-compute the price of the relevant securities to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so, including pursuant to Regulation 166. If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottees.

xix. Practicing Company Secretary's Certificate:

The certificate from M/s. R&A Associates, Practicing Company Secretaries, certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations, is available at the website of the Company at the following weblink: <https://hrhnext.com/compliances/>.

xx. Disclosure:

It is confirmed that the issuer, its promoters or any of its directors is not categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India.

It is also hereby confirmed that the provisions of Regulation 164A of the SEBI ICDR Regulations, are not applicable in the instant preferential issue.

All the Proposed Allottees have also confirmed that:

- a. They are eligible under all statutory laws including Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and qualified for above referred preferential allotment; and
- b. They are not barred by the Securities and Exchange Board of India, Reserve Bank of India, Ministry of Corporate Affairs or any other statutory authority including any court or tribunal for the aforesaid preferential allotment.

xxi. Report of registered valuer:

The valuation of the Equity Shares has been carried out by Mr. A.N. Gawade, Registered Valuer, bearing IBBI No.: IBBI/RV/05/2019/10747 having its office at 7, Saraswati Heights, Behind Café Goodluck, Deccan Gymkhana, Pune – 411004, India. The valuation report is dated 10th July, 2024.

xxii. Compliances:

The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957, maintaining a minimum of 25% of the paid-up capital in the hands of the public.

xxiii. Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, inter-alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of equity shares, such equity shares shall be first offered to the existing shareholders of the Company in the manner laid down in the said section, unless the shareholders decide otherwise in General Meeting by way of special resolution. Accordingly, the consent of the shareholders is being sought pursuant to the provisions of section 62 of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to offer, issue and allot equity shares as stated in the resolution, which would result in a further issuance of securities of the in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit. It is also hereby confirmed that the instant issue is also authorized by the articles of association of the Company.

xxiv. Holding of shares in demat form, non-disposal of shares by the Proposed Allottee and lock-in period of shares:

The entire pre-preferential allotment shareholding of such allottees, if any, shall be in dematerialized form and under lock-in from the relevant date up to a required period from the date of trading approval from the NSE EMERGE, the only stock exchange where the securities of the Company are listed. The shareholder who has sold their shares during the ninety trading days period prior to the relevant date shall not be eligible for allotment of equity shares on a preferential basis. The Company has obtained and verified the details of the Permanent Account Number (PAN) of each of the Proposed Allottee. The Company shall issue and allot the equity shares to the Allottees in dematerialized form and seek final approval from the Stock Exchanges for listing the equity shares allotted to the Allottees. After the necessary approvals, all equity shares shall be credited into the demat account of Allottees after allotment of equity shares.

xxv. SEBI Takeover code:

In accordance with the provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Proposed Allottee would not be under obligation to give an open offer to the public.

xxvi. Approvals:

The Company will take the necessary steps to obtain the required approvals from the Stock Exchange, SEBI, or any other regulatory agency as may be applicable, for the proposed preferential issue of equity shares.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, except to the extent of the shareholding, concerned or interested in the above resolution.

The Board of Directors recommends the resolutions set out in Item No. 6 of the accompanying notice for your approval as a special resolution.

**For and on behalf of the Board of Directors
HRH NEXT SERVICES LIMITED**

Sd/-

**ANKIT SANJAY SHAH
MANAGING DIRECTOR
DIN: 00218044**

**Add: H. No. 1-2-385/3, Domalguda Himayatnagar,
Hyderabad-500029 Telangana, India**

**Place: Hyderabad
Date: 10th July, 2024**

HRH Next Services Limited

CIN: L72200TG2007PLC052582

Registered office: 4-1-976, Abid Road, Hyderabad- 500001, Telangana, India.

Website: www.hrhnext.com; Email: info@hrhnext.com

ATTENDANCE SLIP

I/We hereby record my / our presence at the **18th Annual General Meeting of HRH Next Services Limited** held on **Friday, the 9th day of August 2024 at 11:00 A.M.** at the registered office of the Company situated at **The Plaza Hotel - Kinnera hall, Tourism Plaza, Begumpet, Hyderabad-500013, Telangana, India.**

For Physical Holding	For Electronic Form (Demat)		No. of shares held
Folio No.	DP ID	CLIENT ID	
NAME OF THE MEMBER / JOINT MEMBER(S) (IN BLOCK CAPITALS):			

Signature of the member/
Joint member(s) / proxy

Note: Please complete the Attendance Slip and hand over at the entrance of the meeting hall.

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L72200TG2007PLC052582

Name of the company: HRH Next Services Limited

Registered office: 4-1-976, Abid Road, Hyderabad- 500001, Telangana, India.

Name of the member(s)	
Registered Address	
Email ID	
Folio No./ Client ID	
DP ID	

I/We, being the member (s) of shares of the above-named Company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:, or failing him

2. Name:

Address:

E-mail Id:

Signature:, or failing him

3. Name:

Address:

E-mail Id:

Signature:

As my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 18th Annual General Meeting of the Company, to be held on Friday, the 9th day of August 2024 at 11:00 A.M. at The Plaza Hotel - Kinnera hall, Tourism Plaza, Begumpet, Hyderabad-500013, Telangana, India, and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Particulars	FOR	AGAINST
ORDINARY BUSINESSES			
1.	To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31 st March 2024 and the Reports of the Board of Directors and Auditors thereon.		
2.	To appoint a director in place of Mrs. Trishla Shah (DIN: 10242986) of the Company who retires by rotation and being eligible, offers herself for re-appointment.		
SPECIAL BUSINESSES			
3.	To consider and approve the increase in Authorised Share Capital of the Company and consequent amendment to Memorandum of Association of the Company		
4.	To consider and approve alteration of Articles of Association of the Company		
5.	To consider and approve HRH Next Services ESOP Plan 2024 and grant of Employee Stock options to Eligible Employees		
6.	To consider and approve issue of Equity shares by way of Preferential Allotment:		

Signed this day of2024

Signature of shareholder

Signature of Proxy holder(s)



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

HRH Next Services Limited
CIN: L72200TG2007PLC052582
Registered office: 4-1-976, Abid Road, Hyderabad- 500001, Telangana, India.
Website: www.hrhnext.com; Email: info@hrhnext.com

BALLOT FORM
(Pursuant to Section 109 of the Companies Act, 2013 and 21(1)(c) of the Companies (Management and Administration) Rules, 2014)

Name of the first named shareholder (in Block letters)	
Postal Address	
Registered Folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
Class of shares	Equity

I hereby exercise my vote in respect of the ordinary resolutions for the business enumerated below and as stated in the Notice of 18th Annual General Meeting of the Company to be held on Friday, the 9th day of August 2024 at 11:00 A.M. at The Plaza Hotel - Kinnera hall, Tourism Plaza, Begumpet, Hyderabad-500013, Telangana, India, by recording my/ assent or dissent to the said resolution by placing tick () at the appropriate box below:

S. No.	Item No.	No. of shares	I/we assent (FOR)	I/we dissent (AGAINST)
ORDINARY BUSINESSES				
1.	To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31 st March 2024 and the Reports of the Board of Directors and Auditors thereon.			
2.	To appoint a director in place of Mrs. Trishla Shah (DIN: 10242986) of the Company who retires by rotation and being eligible, offers herself for re-appointment.			
SPECIAL BUSINESSES				
3.	To consider and approve the increase in Authorised Share Capital of the Company and consequent amendment to Memorandum of Association of the Company			
4.	To consider and approve alteration of Articles of Association of the Company			
5.	To consider and approve HRH Next Services ESOP Plan 2024 and grant of Employee Stock options to Eligible Employees			
6.	To consider and approve issue of Equity shares by way of Preferential Allotment:			

Place:
Date:

Signature of the member

IN TERMS OF THE REQUIREMENTS OF THE SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF THE COMPANY SECRETARIES OF INDIA, ROUTE MAP FOR THE LOCATION OF THE VENUE OF THE 18TH ANNUAL GENERAL MEETING AS UNDER:

