

Notice

NOTICE is hereby given that the 6th Annual General Meeting ("AGM") of the Members of Prolific Resolution Private Limited ("the Company") will be held on Thursday, September 25, 2025, at 11:00 a.m. at Hincan House, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai-400083 to transact the following businesses:

ORDINARY BUSINESS

1. Adoption of the Audited Financial Statements of the Company

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025, including the Audited Balance Sheet as at March 31, 2025, and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Statutory Auditors thereon.

SPECIAL BUSINESS

2. To appoint Mr. Gurudas Naik (DIN:11217739) as Director of the Company in the capacity of Non-Executive Non-Independent Director liable to retire by rotation

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 152 and Section 161 of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any amendments, statutory modifications, or, re-enactments thereof, for the time being in force), and in accordance with the Articles of Association of the Company, and pursuant to the provisions of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Gurudas Naik (DIN:11217739) who was appointed as an Additional Director by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee by circular resolution on July 28, 2025, and who holds office up to the date of this General Meeting, and in respect of whom the Company has received notice in writing from a Member, proposing the candidature of Mr. Gurudas Naik, for appointment as a Director along with his consent to act as a Director and declaration that he is not disqualified to act as such in the prescribed forms under Section 160 of the Companies Act, 2013, as a Director (Non-Executive, Non-Independent) of the Company, liable to retire by rotation."

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "Board") and Ms. Rhea Kharche, Company Secretary, be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to this Resolution."

3. Entering into material Related Party Transactions with Hindustan Construction Company Limited

To consider and, if thought fit, to pass, with or without modification, the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable provisions, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("the Act") read with the rules framed thereunder, the Company's Policy on Related Party Transactions and other applicable laws including any amendments, modifications or re-enactments thereof, and based on the recommendation of the Audit Committee of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted/empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to enter into and / or continue to undertake (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise, on such terms and conditions, as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and Hindustan Construction Company Limited (HCC) (of which the Company is an associate Company) and a Related Party, for an aggregate value not exceeding ₹71 Crore during the Financial Year 2025-26, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is / are carried out at an arm's length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to negotiate, finalize, execute, vary, renew and/or modify the terms and conditions of the above-mentioned transactions and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient in connection with the above transactions including delegation of powers, filing of necessary returns/forms with statutory authorities, and to settle all questions, difficulties or doubts that may arise in this regard, in order to give effect to the foregoing resolution.

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

By Order of the Board
For Prolific Resolution Private Limited

Rhea Kharche
Company Secretary

Registered Office:
Second Floor, Shop No. 35,
Sector-6, Near Hotel Deep,
Malviya Nagar, Jaipur,
Rajasthan - 302017

Place: Mumbai
Date: August 5, 2025

NOTES:

1. A Member entitled to attend and vote at the Meeting is entitled to appoint one or more Proxies, to attend and vote instead of himself and the Proxy need not be a Member of the Company. A person can act as Proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as a Proxy for any other Member. In order that the appointment of a Proxy is effective, the instrument appointing a Proxy must be received at the Registered Office of the Company, duly completed and signed, not less than forty-eight hours before the commencement of the Meeting.
2. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send a duly certified copy of their Board Resolution together with the respective specimen signature of the representative(s) authorised under the said Resolution to attend and vote on their behalf at the Meeting to the Company at the following email ID: secretarial@hccindia.com.
3. All documents referred to in this Notice and other Statutory Registers are open for inspection by the Members on the date of the AGM at the venue of the Meeting and also at the Registered Office of the Company between 10:00 a.m. to 4:00 p.m. on all working days except Saturdays, Sundays and national holidays, from the date hereof up to the date of the AGM.
4. Members desiring any information relating to the Financial Statements of the Company are requested to write to the Company at the earliest at secretarial@hccindia.com, so as to enable the Board of Directors to keep the information ready at the AGM.
5. A Route Map showing the directions to reach the venue of the Annual General Meeting is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on General Meetings.
6. The relevant details of the Director seeking appointment at the AGM in pursuance of the provisions of the Companies Act, 2013 read with Secretarial Standards-2 on General Meetings, as applicable, is annexed to this Notice.

By Order of the Board
For Prolific Resolution Private Limited

Rhea Kharche
Company Secretary

Registered Office:
Second Floor, Shop No. 35,
Sector-6, Near Hotel Deep,
Malviya Nagar, Jaipur,
Rajasthan - 302017

Place: Mumbai
Date: August 5, 2025

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: **U74999RJ2019PTC064522**
Name of the company: **Prolific Resolution Private Limited**
Registered office: **Second Floor, Shop No. 35, Sector-6, Near Hotel Deep,
Malviya Nagar, Jaipur, Rajasthan-302017**

Name of the Member(s):	
Registered Address:	
E-mail ID:	
Folio No. / Client ID:	
DP ID:	
No. of shares held:	

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 Annual General Meeting of the Company, to be held on Thursday, September 25, 2025 at 11:00 a.m. at Hincon House, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai-400083 and at any adjournment thereof in respect of such resolutions as are indicated below:

All Resolutions/ Mention Resolution number(s):

Signed this..... day of..... 2025

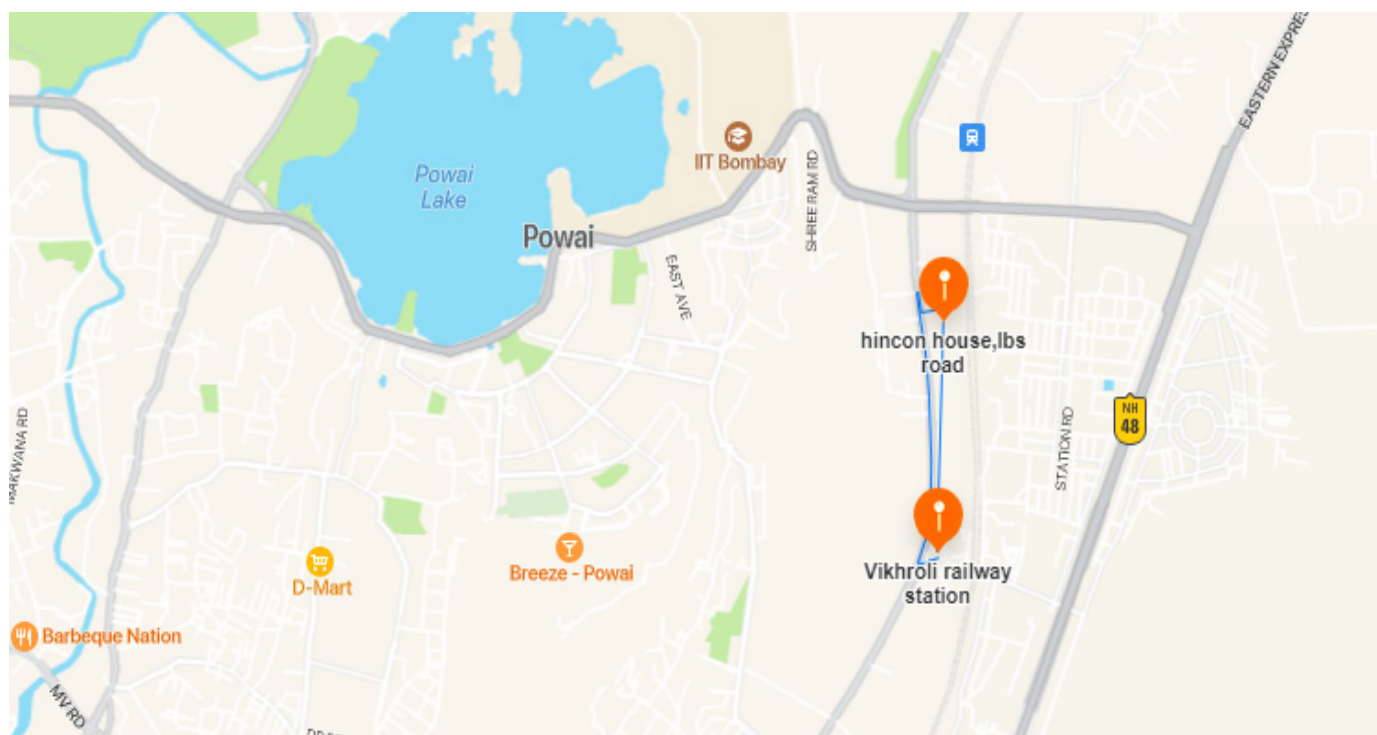
Signature of shareholder:

Signature of Proxy holder(s):

Affix
Revenue Stamp

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.

ROUTE MAP TO REACH THE AGM VENUE



Venue:

Hincon House,
Lal Bahadur Shastri Marg,
Vikhroli (W),
Mumbai – 400083

(For Item Number 2)

Based on the recommendation of the Nomination and Remuneration Committee and subject to approval of the Members of the Company, the Board of Directors (by a circular resolution) has appointed Mr. Gurudas Naik (DIN: 11217739) as an Additional Director in the capacity of Non-Executive Non-Independent Director of the Company, liable to retire by rotation with effect from July 28, 2025.

The Company has received notice in writing from a Member, proposing the candidature of Mr. Gurudas Naik for appointment as Director along with his consent in writing to act as a Director and declaration stating that he is not disqualified from holding office as prescribed under Section 152 and Section 164 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014.

Relevant details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"), as amended, read with Secretarial Standard-2 on General Meetings are provided in Annexure A to this AGM Notice.

The Board is of the opinion that appointment of Mr. Gurudas Naik on Board as a Non-Executive Non-Independent Director shall be of immense benefit to the Company and recommends the Resolution set out in Item No. 2 of this Notice for approval of Members as an Ordinary Resolution.

Except Mr. Gurudas Naik, none of the Director or Key Managerial Personnel are in any way concerned or interested, financially or otherwise, in the Resolution set out in Item No. 2 of this Notice.

(For Item Number 3)

Pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), material related party transactions require approval of the shareholders through ordinary resolution.

'Material Transaction' for this purpose means, transaction(s) entered/to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹1,000 crore or 10% of the annual consolidated turnover of the listed entity as per its last audited financial statements, whichever is lower and such approval is valid from the date of the AGM until the date of AGM to held in the next year.

Members may kindly note that Hindustan Construction Company Limited (HCC) of which the Company is an associate currently holding 49% equity shares of the Company) is a Related Party in terms of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations.

The details of the Related Party Transactions proposed during the financial year 2025-26 are as under:

- a) The Company has entered into a Service Agreement with Hindustan Construction Company Limited (erstwhile Holding Company) for availing shared services including administrative, legal, finance, and technical support. The maximum permissible limit for these charges is ₹70.00 Crore per annum, based on cost reimbursements and service fees.

- b) HCC bears the operational and financial liabilities on behalf of the Company and the estimated amount for FY 2025-26 is ₹1.00 crore.

As the 10% of the consolidated turnover as on March 31, 2025 of the Company is ₹33.33 crore and since the aggregate amount of foreseen transaction to be entered into with HCC exceeds the materiality threshold during the financial year 2025-26 it is proposed to seek approval of Members upto an amount of ₹71 Crore.

Members are hereby informed that the Audit Committee, at its Meeting held on May 7, 2025, approved and recommended the aforementioned proposal for approval of the Members by way of an Ordinary Resolution. The Board of Directors, at its Meeting held on the same day, after considering and accepting the recommendation of the Audit Committee, approved the said proposal for submission to the Members for their consideration and approval.

None of the Directors, Key Managerial Personnel or their relatives, except to the extent of their shareholding or directorship in the Related Parties mentioned above, are concerned or interested in the resolution.

The validity of the aforementioned proposal, if approved by the Members, shall be from the date of this AGM till the AGM to be held in the Calendar Year 2026.

Details required to be furnished as per the SEBI Listing Regulations are mentioned below:

Sr. No.	Particulars	Details
1	Name of the related party, its relationship with the Company including nature of concern or interest (financial or otherwise)	<ul style="list-style-type: none"> Hindustan Construction Company Limited (HCC) holding 49% Equity Shares of the Company The Company is an Associate Company of HCC
2	Type, material terms and particulars of proposed transaction	a) availing shared services including administrative, legal, finance, and technical support. b) Reimbursement of operational and financial liabilities
3	Tenure of the proposed transaction	Unless terminated
4	Value of the proposed transaction	Upto ₹ 71 Crore
5	The percentage of the Company's annual standalone turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	21.41%
6	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	Not Applicable
(i)	Details of the source of funds in connection with the proposed transaction	Not Applicable
(ii)	Whether any financial indebtedness is incurred to make or give loans intercorporate deposits, advances or investments, nature of indebtedness, cost of funds, tenure etc.	Not Applicable
(iii)	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Not Applicable
(iv)	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
7	Justification for why the proposed transaction is in the interest of the Company	HCC acts as Service Provider with autonomy to handle and manage ongoing proceedings relating to Specified Awards and Claims while also providing shared services including administrative, legal, finance, and technical support.
8	Percentage of the counter-party's annual consolidated turnover (for the immediately preceding financial year) that is represented by the value of the proposed RPT, on a voluntary basis	1.27%
9	A statement that the valuation or other external report, if any, relied upon by the Company in relation to the proposed transaction will be made available through the registered email address of the shareholders	The Related Party Transactions would be carried out on an arm's length terms and shall be in the ordinary course of business.
10	A summary of the information provided to the Audit Committee	The above information was presented to the Audit Committee

Annexure A (For Item No. 2)

Details of the Directors seeking appointment in pursuance of the Companies Act, 2013 and the SEBI Listing Regulations read with Secretarial Standard-2 on General Meetings, as applicable.

Name of the Director	Gurudas Naik
DIN	11217739
Date of Birth	June 06, 1963
Qualification	B.E. Civil
Date of Appointment	July 28, 2025
Brief Resume along with Justification Note	<p>Mr. Gurudas Naik has over 25 years of experience at Hindustan Construction Company Limited (HCC), where he currently serves as Executive Vice President – Contracts & Claims. He possesses deep expertise in contract management, claims assessment, arbitration, and dispute resolution, specifically within the infrastructure and construction sectors. Mr. Naik has played a strategic role in formulating and executing high-value claims and arbitration strategies, significantly contributing to the Company's recovery and risk mitigation efforts.</p> <p>Mr. Naik's long-standing association with HCC and his specialized knowledge in contractual and claims matters make him a valuable asset to the Company. His appointment is essential for ensuring continuity in managing the Company's complex contractual obligations and dispute resolution strategies.</p>
Relationship with Directors	None
Expertise in specific functional areas	Contract management, claims assessment, arbitration, and dispute resolution, specifically within the infrastructure and construction sectors.
No. of Board Meetings attended during the year	Nil
Directorships held in other Companies and Bodies Corporate	None
Chairman/Member of the Committee of the Board of Directors in other Companies	None
Number of Shares held in the Company	Nil