

PROLIFIC RESOLUTION PRIVATE LIMITED

(Previously known as Prolific Claims Management Private Limited)

Notice

NOTICE is hereby given that the Extra Ordinary General Meeting (EGM) of the Members of Prolific Resolution Private Limited ("the Company") will be held on Tuesday, January 23, 2024 at 11.00 a.m. at Hincan House, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai-400083 to transact the following businesses:

SPECIAL BUSINESS:

1. **Appointment of Mr. Arun Karambelkar (DIN: 02151606) as a Non-Executive Independent Director of the Company, not liable to retire by rotation**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any amendment(s) thereto or any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule IV to the Act, 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 be and is hereby granted for the appointment of Mr. Arun Karambelkar (DIN:02151606), who was appointed by the Board of Directors as an Additional Director with effect from November 07, 2023, as a Non-Executive Independent Director of the Company, for a term of 5 consecutive years with effect from November 07, 2023, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board") (which term shall be deemed to include any duly authorized Committee thereof, for the time being exercising the powers conferred on the Board), be and is hereby 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."

2. **Appointment of Mr. Jaydeepsinh Jadeja (DIN:06799095) as a Non-Executive Non-Independent Director of the Company, 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**:



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

Correspondence. Address: Hincan House, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai-400083 | Tel: +91 22 2575 1000

CIN: U74999RJ2019PTC064522

www.prolificresolution.com

PROLIFIC RESOLUTION PRIVATE LIMITED

(Previously known as Prolific Claims Management Private Limited)

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any amendment(s) thereto or any statutory modification(s) or re-enactment(s) thereof, for the time being in force) 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 be and is hereby granted for the appointment of Mr. Jaydeepsinh Jadeja (DIN:06799095), who was appointed by the Board of Directors as an Additional Director with effect from November 07, 2023, as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”) (which term shall be deemed to include any duly authorized Committee thereof, for the time being exercising the powers conferred on the Board), be and is hereby 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. **Appointment of Mr. Hiren Mahadevia (DIN:00156429) as a Non-Executive Non-Independent Director of the Company, 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 other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any amendment(s) thereto or any statutory modification(s) or re-enactment(s) thereof, for the time being in force) 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 be and is hereby granted for the appointment of Mr. Hiren Mahadevia (DIN:00156429), who was appointed by the Board of Directors as an Additional Director with effect from November 07, 2023, as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”) (which term shall be deemed to include any duly authorized Committee thereof, for the time being exercising the powers conferred on the Board), be and is hereby 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.”

4. **Appointment of Mr. Ravindra Kumar Singh (DIN:02992019) as a Non-Executive Non-Independent Director of the Company, 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**:



PROLIFIC RESOLUTION PRIVATE LIMITED

(Previously known as Prolific Claims Management Private Limited)

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any amendment(s) thereto or any statutory modification(s) or re-enactment(s) thereof, for the time being in force) 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 be and is hereby granted for the appointment of Mr. Ravindra Kumar Singh (DIN:02992019), who was appointed by the Board of Directors as an Additional Director with effect from November 07, 2023, as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”) (which term shall be deemed to include any duly authorized Committee thereof, for the time being exercising the powers conferred on the Board), be and is hereby 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.”

5. Approval for Material Related Party Transactions with Hindustan Construction Company Limited, a Related Party

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 Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“SEBI Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made thereunder, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Related Party Transactions, and subject to such approval(s), as may be necessary from time to time and basis the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/ continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) with Hindustan Construction Company Ltd. (“HCC”), a ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, in the nature of Related Party Transactions for such amount and on such material terms and conditions as detailed in the Explanatory Statement to this Resolution and as may be mutually agreed between HCC and the Company, for Financial Year 2023-24, provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at arm’s length basis and in the ordinary course of business of the Company.



PROLIFIC RESOLUTION PRIVATE LIMITED

(Previously known as Prolific Claims Management Private Limited)

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board") (which term shall be deemed to include any duly authorized Committee thereof, for the time being exercising the powers conferred on the Board), be and is hereby 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."

By Order of the Board
For Prolific Resolution Private Limited



Prita Jhaveri
Prita Jhaveri
Company Secretary

Registered Office:

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

Place: Mumbai

Date: November 07, 2023

PROLIFIC RESOLUTION PRIVATE LIMITED

(Previously known as Prolific Claims Management Private Limited)

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 Extra Ordinary 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.
3. The Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Extra Ordinary General Meeting is annexed hereto and forms part of the Notice.
4. A Route Map showing the directions to reach the venue of the Extra Ordinary General Meeting is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meeting".

By Order of the Board
For Prolific Resolution Private Limited



Prita Jhaveri
Prita Jhaveri
Company Secretary

Registered Office:

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

Place: Mumbai

Date: November 07, 2023

PROLIFIC RESOLUTION PRIVATE LIMITED

(Previously known as Prolific Claims Management Private Limited)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS

Item No. 1

Based on the recommendation of the Independent Director Selection Committee and Nomination and Remuneration Committee and in accordance with the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 read with the Articles of Association of the Company, the Board of Directors, had appointed Mr. Arun Karambelkar as an Additional Independent Director on the Board of the Company with effect from November 07, 2023 for a term of 5 consecutive years, not liable to retire by rotation subject to approval of the Members of the Company pursuant to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company is in receipt of his consent to act as Director of the Company, along with a declaration to the effect that he is not disqualified to act as such and declaration confirming that he is meeting the criteria of Independence as prescribed under Section 149 of the Companies Act, 2013 ('the Act') and Regulation 16(1)(b) SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("SEBI Listing Regulations"). Accordingly, the Board is of the opinion that Mr. Arun Karambelkar is meeting the criteria of independence and is independent of the management.

Brief profile of Mr. Arun Karambelkar is as under:

"Mr. Arun Karambelkar is an Independent Director of Hindustan Construction Company Ltd. ("HCC").

He was on the Board of Directors of HCC as Whole Time Director between April 2011 and April 2014. Subsequent to this, he was the President & CEO of HCC E&C Business from April 2014 till April 2018.

At HCC, he was responsible for managing business growth through strategic financial initiatives across HCC's market segments, namely Hydro Power, Transportation, Water Solutions, Nuclear Power, Industrial Construction, Ports & Marine Works, etc.

He possesses a rich and diverse experience of over 37 years in various industries such as automobiles, engineering, and electronics. He has vast experience in the strategic functions of Procurement & Sub-contracting, managing HCC's construction equipment fleet worth US \$ 330 million (Rs. 1,500 crores). The driving force in the application of benchmark ERP practices for Materials Management, he was instrumental in introducing eProcurement at HCC. Under his leadership, HCC was awarded SAP's 'Best Innovation' award for creative use of their Materials Management module.

In 2010, the Indian Institute of Material Management (IIMM), Mumbai, recognized his contribution to the field of Materials Management and Supply Chain by awarding him the prestigious 'UNITOP AWARD'.

He is life-time member of IIMM since 1982, was a member of Western Region Committee and the National Councillor also. He is a silver medallist with a Bachelor of

PROLIFIC RESOLUTION PRIVATE LIMITED

Engineering (Mechanical) from Mumbai University and a top ranked Masters in Materials Management from Pune University.

Presently, he is also on the Board of Capacit'e Infraprojects Limited, that provides an end-to-end construction service for buildings and factories across sectors (including design and building services)."

Mr. Arun Karambelkar does not hold by himself or for any other person on a beneficial basis, any Equity Shares in the Company.

Relevant details as per Secretarial Standard-2 on General Meetings issued by ICSI are provided in **Annexure A** to the Explanatory Statement to this Notice.

Approval of the Members is hereby sought for passing the Special Resolution as set out at Item No. 1 of this Notice for appointment of Mr. Arun Karambelkar (DIN: 02151606) as an Independent Director of the Company for a term of 5 consecutive years, not liable to retire by rotation.

The Board considers that Mr. Arun Karambelkar's appointment on the Board of the Company would be of immense benefit to the Company.

Accordingly, the Board recommends the resolution set out at Item No. 1 of this Notice for approval of the Members as a Special Resolution.

Except Mr. Arun Karambelkar, none of the Directors, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice except to the extent of their respective shareholding in the Company, if any.

Item No. 2

Based on the recommendation of the Nomination and Remuneration Committee and in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company, the Board of Directors, had appointed Mr. Jaydeepsinh Jadeja as an Additional Non-Executive Non-Independent Director on the Board of the Company with effect from November 07, 2023, liable to retire by rotation subject to approval of the Members of the Company pursuant to Regulation 17(1C) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company is in receipt of his consent to act as Director of the Company, along with a declaration to the effect that he is not disqualified to act as such.

Brief profile of Mr. Jaydeepsinh Jadeja is as under:

"Mr. Jaydeepsinh Virendrasinh Jadeja is the founder and Chief Managing Director of Ashapuras Group of Companies. The vision of his beloved father led to the establishment of Ashapura Group. His entrepreneurial mindset and enthusiasm to establish a dynamic business at a young age of 29 years led to the establishment of a diverse group having business expertise in Infrastructure development and gradually expanding into multiple businesses ranging from soaps to steel, energy to edible oils, metal to medicine and cement to ceramics. Under his aegis, "Ashapura" as a brand has gained prominence amongst the business fraternity known for its presence in the

PROLIFIC RESOLUTION PRIVATE LIMITED

renewable energy sector, petroleum sector, minerals and mining sector, real estate, finance and investment etc.

He has recently acquired 40% stake of Camerich Papers Pvt. Ltd. Camerich Papers is a manufacturing industry of Duplex, Triplex and multiple specialty papers. The factory is located at Matel in Wankaner Sub-district under Morbi District of Gujarat State.

He has also acquired 100% stake in 15MW Plant SunBorne Energy Gujarat One Pvt. Ltd. through the groups renewable arm; Ashapura Green Power Pvt. Ltd."

Relevant details as per Secretarial Standard-2 on General Meetings issued by ICSI are provided in **Annexure A** to the Explanatory Statement to this Notice.

Approval of the Members is hereby sought for passing the Ordinary Resolution as set out at Item No. 2 of this Notice for appointment of Mr. Jaydeepsinh Jadeja (DIN:06799095) as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

The Board considers that Mr. Jaydeepsinh Jadeja's appointment on the Board of the Company would be of immense benefit to the Company.

Accordingly, the Board recommends the resolution set out at Item No. 2 of this Notice for approval of the Members as an Ordinary Resolution.

Except Mr. Jaydeepsinh Jadeja, none of the Directors, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of this Notice except to the extent of their respective shareholding in the Company, if any.

Item No. 3

Based on the recommendation of the Nomination and Remuneration Committee and in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company, the Board of Directors, had appointed Mr. Hiren Mahadevia as an Additional Non-Executive Non-Independent Director on the Board of the Company with effect from November 07, 2023, liable to retire by rotation subject to approval of the Members of the Company pursuant to Regulation 17(1C) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company is in receipt of his consent to act as Director of the Company, along with a declaration to the effect that he is not disqualified to act as such.

Brief profile of Mr. Hiren Mahadevia is as under:

"Mr. Hiren Mahadevia is a high-level finance and legal management professional with a robust track record of over 35 years with qualitative experience in Textile and Real Estate business across value chain of business covering all aspects of finance operations that drive and increase efficiency along with profitability. He is proficient in formulating and implementing legal policies/procedures, standards & principles, and statutory enactments as well as matters pertaining to compliance, procedure, approval, and providing opinion on management, corporate planning and business strategies, foreign collaboration/joint ventures, HRD and administration and labour related matters, legal, secretarial and management controls. Superb strengths in providing and

PROLIFIC RESOLUTION PRIVATE LIMITED

interpreting financial & legal information, financial advice and support to business heads to enable them to make sound business decisions.

He has been an integral part of Ashima Group and has been instrumental in creating a legacy ERP system and assessing the requirements, evaluating the modules, designing and implementation of ERPs for both textiles and construction businesses.

His key achievements include mobilizing more than Rs.500 crores of borrowings as well as Rs.225 crores of borrowings for working capital from Indian and foreign banks along with Rs.50 crores in public fixed deposits.

Efficaciously placement of equity in both listed and unlisted textile companies with well-known foreign direct investors garnering handsome premium to ruling market prices/face value of shares.

He has structured more than Rs.125 crores in foreign equity, augmenting funds to the tune of Rs.280 crores from FDI and other domestic real estate funds for a real estate joint venture company at SPV level.

He has managed an acquisition of a business unit on a going concern basis in the cost-effective manner and played a vital role being part of acquisition of a sick unit through a proposal to BIFR and merger of the same with the flagship company.

He has also Carried out Divestment/Closure of unviable business units and sale of assets. He has actively worked on dynamic corporate assignments with big four firms like Arthur Anderson, E&Y, Deloitte, KPMG and PWC."

Relevant details as per Secretarial Standard-2 on General Meetings issued by ICSI are provided in **Annexure A** to the Explanatory Statement to this Notice.

Accordingly, approval of the Members is sought for passing the Ordinary Resolution as set out at Item No. 3 of this Notice for appointment of Mr. Hiren Mahadevia (DIN:00156429) as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

The Board considers that Mr. Hiren Mahadevia's appointment on the Board of the Company would be of immense benefit to the Company.

Accordingly, the Board recommends the resolution set out at Item No. 3 of this Notice for approval of the Members as an Ordinary Resolution.

Except Mr. Hiren Mahadevia, none of the Directors, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of this Notice except to the extent of their respective shareholding in the Company, if any.

Item No. 4

Based on the recommendation of the Nomination and Remuneration Committee and in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company, the Board of Directors, had appointed Mr. Ravindra Kumar Singh as an Additional Non-Executive Non-Independent Director on the Board of the Company with effect from November 07, 2023, liable to retire by rotation subject to approval of the Members of the Company pursuant to Regulation 17(1C) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015.



PROLIFIC RESOLUTION PRIVATE LIMITED

(Previously known as Prolific Claims Management Private Limited)

The Company is in receipt of his consent to act as Director of the Company, along with a declaration to the effect that he is not disqualified to act as such.

Brief profile of Mr. Ravindra Kumar Singh is as under:

"Mr. Ravindra Kumar Singh has completed his Bachelor's in Commerce from the University of Allahabad. He pursued Bachelor's of Law from University of Lucknow.

He is a Fellow Member of the Institute of Company Secretaries of India and has also accomplished Post Graduate Diploma in Business Management with specialization in Finance from Symbiosis Institute of Management Studies, Pune.

He is also an Insolvency Resolution Professional, registered with the Insolvency and Bankruptcy Board of India, New Delhi. His journey as a Company Secretary commenced with Pearls and Indo Count Group, New Delhi in the year 1995.

In the year 1998, National Highways Authority of India ("NHAI") designated him as the "Officer on Special Duty" and Company Secretary for Port Connectivity Projects, wherein he was instrumental in conceptualization and execution of Government of India's first large Road Build-Operate-Transfer Concessions (Port Connectivity and Public Private Partnership Program) and successfully managed all corporate matters of 10 initial BOT Road Assets of NHAI stretching up to 300 kilometres.

Subsequently, he has worked with Hindustan Construction Company Ltd. (HCC) for 14 years as Chief Operating Officer, Whole Time Director, Company Secretary and Legal & Contract Head of BOT Holdco of 8 large Road Concessions Projects worth INR 50 billion.

During the stint in HCC, he has led three sixty-degree investment life cycle – bidding, building, operating, maintaining and monetizing numerous road projects. His commercial, contractual, legal and financial acumen to handle complex regulatory/statutory/financial and JV partner issues over the years has resulted in risk mitigation and successful contract management resulting into realization of arbitration awards/conciliation settlements worth INR 40 Billion. He professes expertise in policy matters in Public-Private partnership space in Infrastructure projects in India, Profit centre leadership, Business Strategy, Business Development, JV Management, Project Development, Project Funding & Financial close, Contract management, Asset management, Operations and tolling, Loan Restructuring, OTS, Arbitration and Dispute Settlement, Due Diligence, Regulatory Approvals, Statutory Compliances and Project monetization/stake sale Achievement."

Relevant details as per Secretarial Standard-2 on General Meetings issued by ICSI are provided in **Annexure A** to the Explanatory Statement to this Notice.

Accordingly, approval of the Members is sought for passing the Ordinary Resolution as set out at Item No. 4 of this Notice for appointment of Mr. Ravindra Kumar Singh (DIN: 02992019) as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

The Board considers that Mr. Ravindra Kumar Singh's appointment on the Board of the Company would be of immense benefit to the Company.



PROLIFIC RESOLUTION PRIVATE LIMITED

(Previously known as Prolific Claims Management Private Limited)

Accordingly, the Board recommends the resolution set out at Item No. 4 of this Notice for approval of the Members as an Ordinary Resolution.

Except Mr. Ravindra Kumar Singh, none of the Directors, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice except to the extent of their respective shareholding in the Company, if any.

Item No. 5

The Audit Committee in its Meeting held on August 01, 2023 had accorded its omnibus approval for entering into the following Related Party Transactions with Hindustan Construction Company Ltd. ("HCC"), the erstwhile Holding Company:

Sr. No.	Nature of Related Party Transactions	Maximum Permissible Limit (Rs in Cr)												
1.	Service Charges (Reimbursement of cost/service fees etc.) to Hindustan Construction Company Ltd. (Holding Company) as per Service Agreement	Overall limit of Rs 120.00 Crore (As per service agreement) pertaining to the FY 2022-23 & FY 2023-24 to be charged together by HCC.												
2.	Guarantee fees expenses payable to Hindustan Construction Company Ltd. (Holding Company) for corporate guarantees issued. The rate shall be @ 0.50% on the outstanding balance of loan (NCD plus interest) as at period end. <div style="text-align: right;">Rs. in crore</div> <table><tr><th>Name of the Related Party</th><th colspan="2">Fee for corporate guarantee</th></tr><tr><td></td><th>FY 22-23 Actual</th><th>FY 23-24 Estimated</th></tr><tr><td>HCC</td><td>11.36</td><td>16.00-17.00</td></tr><tr><td>Total</td><td>11.36</td><td>16.00-17.00</td></tr></table>	Name of the Related Party	Fee for corporate guarantee			FY 22-23 Actual	FY 23-24 Estimated	HCC	11.36	16.00-17.00	Total	11.36	16.00-17.00	As per actual
Name of the Related Party	Fee for corporate guarantee													
	FY 22-23 Actual	FY 23-24 Estimated												
HCC	11.36	16.00-17.00												
Total	11.36	16.00-17.00												

As the Company was wholly owned subsidiary of HCC till September 30, 2023, the above mentioned transactions were exempt from obtaining approval of the Members.

However, consequent upon allotment of 51% stake to Jadeja Investments Management Private Limited, the Company has ceased to be subsidiary of HCC with effect from September 30, 2023.

Therefore, approval of the Members of the Company is required for entering/continuance of the aforesaid transactions in accordance with Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, pursuant to the omnibus approval granted by the Audit Committee.

Details as required under SEBI Circular No. SEBI/HO/DDHS/PoD1/P/CIR/2023/108 dated July 29, 2022 are as below:



PROLIFIC RESOLUTION PRIVATE LIMITED

(Previously known as Prolific Claims Management Private Limited)

Sr. No.	Particulars	Details																					
1.	Name of the Related Party Its relationship with the listed entity or subsidiary, nature of its concern or interest (financial or otherwise)	Hindustan Construction Company Ltd. ("HCC"). Investing Company as per Section 2(76) of the Companies Act, 2013 Financial																					
2.	Type, material terms and particulars of the proposed transactions:	<table><tr><th colspan="2">Nature of Related Party Transactions</th><th>Maximum Permissible Limit (Rs in Cr)</th></tr><tr><td colspan="2">Service Charges (Reimbursement of cost/service fees etc.) to Hindustan Construction Company limited (Holding Company) as per Service Agreement</td><td>Overall limit of Rs 120.00 Crore (As per service agreement) pertaining to the FY 2022-23 & FY 2023-24 to be charged together by HCC.</td></tr><tr><td colspan="2">Guarantee fees expenses payable to Hindustan Construction Company limited (Holding Company) for corporate guarantees issued. The rate shall be @ 0.50% on the outstanding balance of loan (NCD plus interest) as at period end. <div>Rs. in Crore</div><table><tr><th rowspan="2">Name of the Related Party</th><th colspan="2">Fee for corporate guarantee</th></tr><tr><th>FY 22-23 Actual</th><th>FY 23-24 Estimated</th></tr><tr><td>HCC</td><td>11.36</td><td>16.00-17.00</td></tr><tr><td>Total</td><td>11.36</td><td>16.00-17.00</td></tr></table></td><td>As per actual</td></tr></table>		Nature of Related Party Transactions		Maximum Permissible Limit (Rs in Cr)	Service Charges (Reimbursement of cost/service fees etc.) to Hindustan Construction Company limited (Holding Company) as per Service Agreement		Overall limit of Rs 120.00 Crore (As per service agreement) pertaining to the FY 2022-23 & FY 2023-24 to be charged together by HCC.	Guarantee fees expenses payable to Hindustan Construction Company limited (Holding Company) for corporate guarantees issued. The rate shall be @ 0.50% on the outstanding balance of loan (NCD plus interest) as at period end. <div>Rs. in Crore</div> <table><tr><th rowspan="2">Name of the Related Party</th><th colspan="2">Fee for corporate guarantee</th></tr><tr><th>FY 22-23 Actual</th><th>FY 23-24 Estimated</th></tr><tr><td>HCC</td><td>11.36</td><td>16.00-17.00</td></tr><tr><td>Total</td><td>11.36</td><td>16.00-17.00</td></tr></table>		Name of the Related Party	Fee for corporate guarantee		FY 22-23 Actual	FY 23-24 Estimated	HCC	11.36	16.00-17.00	Total	11.36	16.00-17.00	As per actual
Nature of Related Party Transactions		Maximum Permissible Limit (Rs in Cr)																					
Service Charges (Reimbursement of cost/service fees etc.) to Hindustan Construction Company limited (Holding Company) as per Service Agreement		Overall limit of Rs 120.00 Crore (As per service agreement) pertaining to the FY 2022-23 & FY 2023-24 to be charged together by HCC.																					
Guarantee fees expenses payable to Hindustan Construction Company limited (Holding Company) for corporate guarantees issued. The rate shall be @ 0.50% on the outstanding balance of loan (NCD plus interest) as at period end. <div>Rs. in Crore</div> <table><tr><th rowspan="2">Name of the Related Party</th><th colspan="2">Fee for corporate guarantee</th></tr><tr><th>FY 22-23 Actual</th><th>FY 23-24 Estimated</th></tr><tr><td>HCC</td><td>11.36</td><td>16.00-17.00</td></tr><tr><td>Total</td><td>11.36</td><td>16.00-17.00</td></tr></table>		Name of the Related Party	Fee for corporate guarantee		FY 22-23 Actual	FY 23-24 Estimated	HCC	11.36	16.00-17.00	Total	11.36	16.00-17.00	As per actual										
Name of the Related Party	Fee for corporate guarantee																						
	FY 22-23 Actual	FY 23-24 Estimated																					
HCC	11.36	16.00-17.00																					
Total	11.36	16.00-17.00																					
3.	Tenure of the proposed transaction (particular tenure shall be specified);	1 year and extendable as may be mutually agreed																					
4.	Value of the proposed transaction;	As per Point No. 2 above																					
5.	The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	66.93%																					



PROLIFIC RESOLUTION PRIVATE LIMITED

6.	<p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>a) details of the source of funds in connection with the proposed transaction;</p> <p>b) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: nature of indebtedness, cost of funds and tenure;</p> <p>c) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>d) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</p>	Not Applicable
7.	Justification as to why the RPTs are in the interest of the listed entity	The Related Party Transactions are in pursuance of Debt Resolution Plan of HCC
8.	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable
9.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transactions will be made available through the registered e-mail address of the shareholders;	Not Applicable
10.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	1.51%
11.	Any other information that may be relevant	Nil



PROLIFIC RESOLUTION PRIVATE LIMITED

(Previously known as Prolific Claims Management Private Limited)

The Board recommends the resolution set out at Item No. 5 of this Notice for approval of the Members as an Ordinary Resolution.

Except Mr. Jaspreet Bhullar and Mr. Nitesh Kumar Jha, Directors of the Company, being Key Managerial Personnel of HCC, none of the Directors, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of this Notice except to the extent of their respective shareholding in the Company, if any.

By Order of the Board
For Prolific Resolution Private Limited

Prita Jhaveri
Company Secretary



Registered Office:

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

Place: Mumbai

Date: November 07, 2023

PROLIFIC RESOLUTION PRIVATE LIMITED

(Previously known as Prolific Claims Management Private Limited)

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 Extra Ordinary General Meeting of the Company, to be held on Tuesday, January 23, 2024 at 11.00 a.m. at Hincan 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..... 2024

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

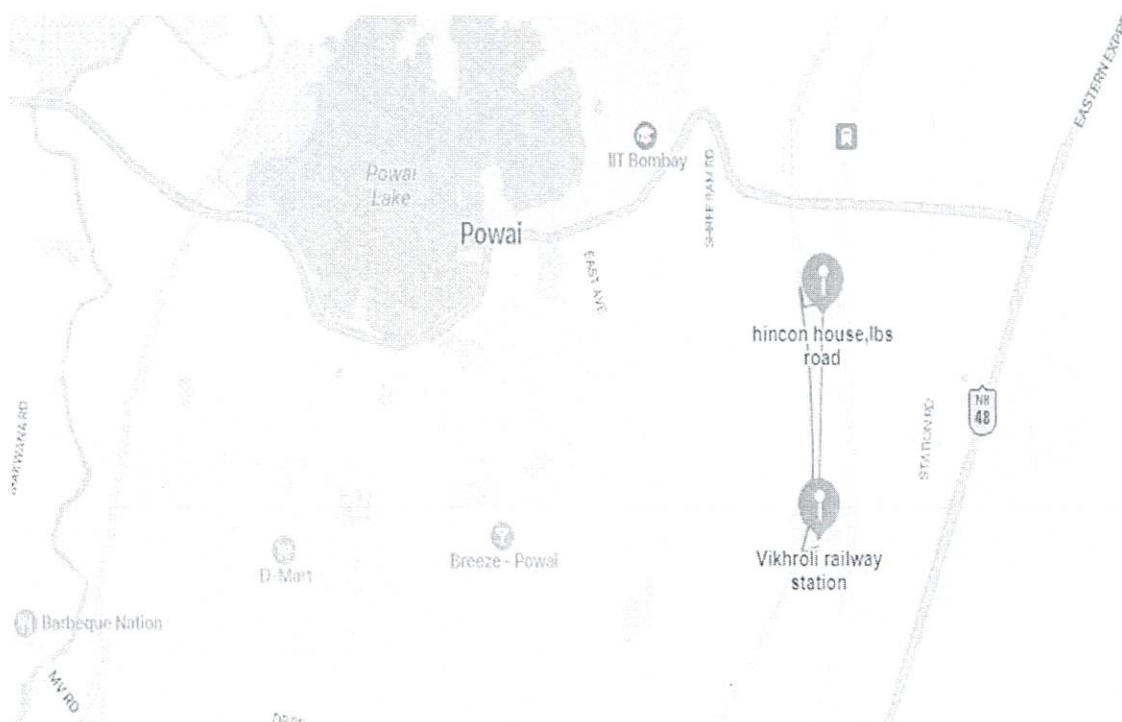
Affix
Revenue Stamp



PROLIFIC RESOLUTION PRIVATE LIMITED

(Previously known as Prolific Claims Management Private Limited)

ROUTE MAP TO REACH THE EGM VENUE



Venue:

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

ANNEXURE A

(FOR ITEM NUMBER 1)

Details of the Director seeking appointment at the ensuing Annual General Meeting in pursuance of the Companies Act, 2013 read with Secretarial Standards-2 on General Meetings, as applicable:

1. Name of the Director	Mr. Arun Karambelkar
DIN	02151606
Date of Birth	September 25, 1955
Qualification	Bachelor of Engineering (Mechanical) from Mumbai University and Masters in Materials Management from Pune University.
Date of Appointment	November 07, 2023
Brief Resume and Expertise in specific functional areas	As per brief profile provided in the Explanatory Statement.
Relationship with Directors	None
No. of Board Meetings attended during the year	Not Applicable

PROLIFIC RESOLUTION PRIVATE LIMITED

(Previously known as Prolific Claims Management Private Limited)	
Directorships held in other Companies and Bodies Corporate	Hindustan Construction Company Ltd. Capacit'e Infraprojects Limited
Chairman/Member of the Committee of the Board of Directors in other Companies	Nil
Number of Shares held in the Company	Nil

(FOR ITEM NUMBER 2)

Details of the Director seeking appointment at the ensuing Annual General Meeting in pursuance of the Companies Act, 2013 read with Secretarial Standards-2 on General Meetings, as applicable:

1. Name of the Director	Mr. Jaydeepsinh Jadeja
DIN	06799095
Date of Birth	November 07, 2023
Qualification	Business expertise in Infrastructure development and Chief Managing Director of Ashapuras Group of Companies. His commercial skills have helped Ashapura Group foray into renewable energy sector, petroleum sector, minerals and mining sector, real estate, finance and investment.
Date of Appointment	November 07, 2023
Brief Resume and Expertise in specific functional areas	As per brief profile provided in the Explanatory Statement.
Relationship with Directors	None
No. of Board Meetings attended during the year	Not Applicable
Directorships held in other Companies and Bodies Corporate	Square Sphere Developers Private Limited Sunborne Energy Gujarat One Private Limited Ashapura Metallurgical Private Limited Kutch-Diamond Stone Crushers Private Limited Camerich Papers Private Limited Ashapura Green Power Private Limited Ashapura Infra Private Limited Jadeja Tradelink Private Limited Jadeja Hospitality Private Limited Jadeja Investments Management Private Limited
Chairman/Member of the Committee of the Board of Directors in other Companies	Nil
Number of Shares held in the Company	Nil



PROLIFIC RESOLUTION PRIVATE LIMITED

(Previously known as Prolific Claims Management Private Limited)

(FOR ITEM NUMBER 3)

Details of the Director seeking appointment at the ensuing Annual General Meeting in pursuance of the Companies Act, 2013 read with Secretarial Standards-2 on General Meetings, as applicable:

1. Name of the Director	Mr. Hiren Mahadevia
DIN	00156429
Date of Birth	June 24, 1963
Qualification	Bachelors in Commerce from Gujarat university, L.L.B. (Special) from Gujarat University, MBA-Finance, B.K. School of Business Management, Ahmedabad, Associate Company Secretary, The Institute of Company Secretaries of India, New Delhi,
Date of Appointment	November 07, 2023
Brief Resume and Expertise in specific functional areas	As per brief profile provided in the Explanatory Statement.
Relationship with Directors	None
No. of Board Meetings attended during the year	Not Applicable
Directorships held in other Companies and Bodies Corporate	Nil
Chairman/Member of the Committee of the Board of Directors in other Companies	Nil
Number of Shares held in the Company	Nil

(FOR ITEM NUMBER 4)

Details of the Director seeking appointment at the ensuing Annual General Meeting in pursuance of the Companies Act, 2013 read with Secretarial Standards-2 on General Meetings, as applicable:

1. Name of the Director	Mr. Ravindra Kumar Singh
DIN	02992019
Date of Birth	May 11, 1973
Qualification	Bachelors in Commerce from the University of Allahabad Bachelors of Law from University of Lucknow. Fellow Member of the Institute of Company Secretaries of India Post Graduate Diploma in Business Management with specialization in Finance from Symbiosis Institute of Management Studies, Pune. Insolvency Resolution Professional, registered with the Insolvency and Bankruptcy Board of India, New Delhi.
Date of Appointment	November 07, 2023
Brief Resume and Expertise in specific functional areas	As per brief profile provided in the Explanatory Statement.
Relationship with Directors	None
No. of Board Meetings attended during the year	Not Applicable
Directorships held in other Companies and Bodies Corporate	Nil
Chairman/Member of the Committee of the Board of Directors in other Companies	Nil
Number of Shares held in the Company	Nil